

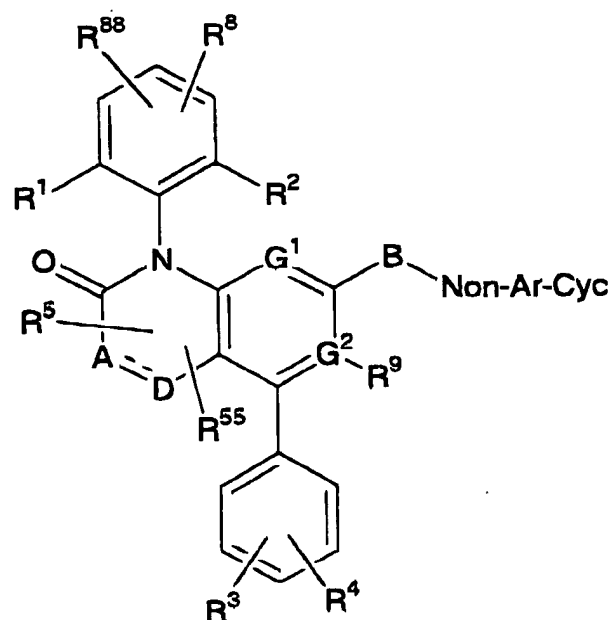
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### Amendment to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

### Listing of Claims:

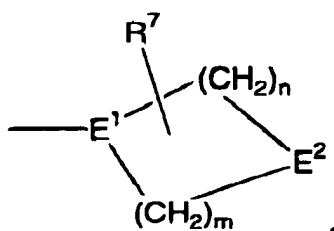
Claim 1(currently amended): A compound represented by (I):



(I)

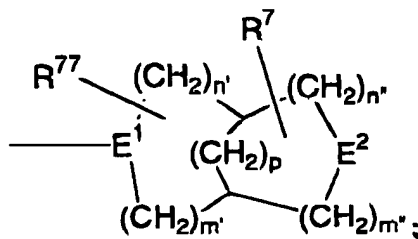
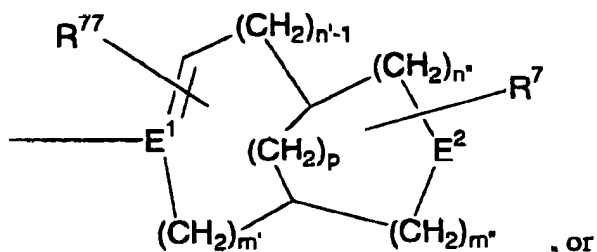
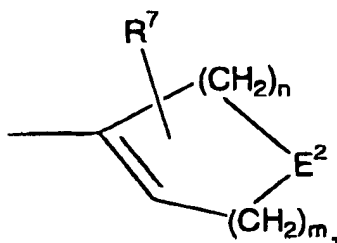
or a pharmaceutically acceptable salt thereof, wherein

Non-Ar-Cyc is



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A is N, O, NH, CH<sub>2</sub>, or CH;

B is -C<sub>1-6</sub>alkyl-, -C<sub>0-3</sub>alkyl-O-C<sub>0-3</sub>alkyl-, -C<sub>0-3</sub>alkyl-NH-C<sub>0-3</sub>alkyl-, -C<sub>0-3</sub>alkyl-NH-C<sub>3-7</sub>cycloalkyl-, -C<sub>0-3</sub>alkyl-N(C<sub>0-3</sub>alkyl)-C(O)-C<sub>0-3</sub>alkyl-, -C<sub>0-3</sub>alkyl-NH-SO<sub>2</sub>-C<sub>0-3</sub>alkyl-, -C<sub>0-3</sub>alkyl-, -C<sub>0-3</sub>alkyl-S-C<sub>0-3</sub>alkyl-, -C<sub>0-3</sub>alkyl-SO<sub>2</sub>-C<sub>0-3</sub>alkyl-, -C<sub>0-3</sub>alkyl-PH-C<sub>0-3</sub>alkyl-, -C<sub>0-3</sub>alkyl-C(O)-C<sub>0-3</sub>alkyl, or a direct bond;

D is CH, CH<sub>2</sub>, N, or NH; optionally A and D are bridged by -C<sub>1-4</sub>alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

E<sup>1</sup> is CH, N, or CR<sup>6</sup>; or B and E<sup>1</sup> form -CH=C<;

E<sup>2</sup> is CH<sub>2</sub>, CHR, C(OH)R, NH, NR, O, S, -S(O)-, or -S(O)<sub>2</sub>-;

G<sup>1</sup> is N, CH, or C(C<sub>1-3</sub>alkyl);

G<sup>2</sup> is N, CH, or C(C<sub>1-3</sub>alkyl), wherein A, G<sup>1</sup>, and G<sup>2</sup> cannot simultaneously be

N;

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B' R, R<sup>7</sup> and R<sup>77</sup> each independently is hydrogen, C<sub>1-6</sub>alkyl- group, C<sub>2-6</sub>alkenyl- group, C<sub>4-6</sub>cycloalkyl-C<sub>0-6</sub>alkyl- group, N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl)-C<sub>1-4</sub>alkyl-N(C<sub>0-4</sub>alkyl)- group, -N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl) group, C<sub>1-3</sub>alkyl-CO-C<sub>0-4</sub>alkyl- group, C<sub>0-6</sub>alkyl-O-C(O)-C<sub>0-4</sub>alkyl- group, C<sub>0-6</sub>alkyl-C(O)-O-C<sub>0-4</sub>alkyl- group, N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl)-(C<sub>0-4</sub>alkyl)C(O)(C<sub>0-4</sub>alkyl)- group, phenyl-C<sub>0-4</sub>alkyl- group, pyridyl-C<sub>0-4</sub>alkyl- group, pyrimidinyl-C<sub>0-4</sub>alkyl- group, pyrazinyl-C<sub>0-4</sub>alkyl- group, thiophenyl-C<sub>0-4</sub>alkyl- group, pyrazolyl-C<sub>0-4</sub>alkyl- group, imidazolyl-C<sub>0-4</sub>alkyl- group, triazolyl-C<sub>0-4</sub>alkyl- group, azetidyl-C<sub>0-4</sub>alkyl- group, pyrrolidinyl-C<sub>0-4</sub>alkyl- group, isoquinolinyl-C<sub>0-4</sub>alkyl- group, indanyl-C<sub>0-4</sub>alkyl- group, benzothiazolyl-C<sub>0-4</sub>alkyl- group, any of the groups optionally substituted with 1-6 substituents, each substituent independently being -OH, -N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), C<sub>1-4</sub>alkyl, C<sub>1-6</sub>alkoxyl, C<sub>1-6</sub>alkyl-CO-C<sub>0-4</sub>alkyl-, pyrrolidinyl-C<sub>0-4</sub>alkyl-, or halogen;

or R<sup>7</sup> together with a bond from an absent ring hydrogen is =O;

n' + n'' = n;

m' + m'' = m;

n is 1, 2, 3, or 4;

m is 0, 1, 2, 3, or 4;

n+m is 2, 3, 4, 5, or 6;

p is 0, 1, 2, or 3;

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, and R<sup>6</sup> are each independently halogen, C<sub>0-4</sub>alkyl, -C(O)-O(C<sub>0-4</sub>alkyl), or -C(O)-N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl);

R<sup>5</sup> and R<sup>55</sup> independently is H, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, or absent;

R<sup>88</sup> and R<sup>8</sup> each is independently -CN, -C<sub>0-4</sub>alkyl, -C(O)-N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), -C(O)-O-C<sub>0-4</sub>alkyl or 1,3-dioxolan-2-yl-C<sub>0-4</sub>alkyl-;

R<sup>9</sup> is -C<sub>0-4</sub>alkyl, or absent; and

any alkyl optionally substituted with 1-6 independent halogen or -OH.

Claim 2 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is NH;

D is CH<sub>2</sub>.

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**Claim 3 (original):** The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

**B is a direct bond.**

**Claim 4 (original)**      The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

**B is C<sub>0-3</sub>alkyl-O-C<sub>0-3</sub>alkyl.**

**Claim 5 (original):** The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C<sub>0-3</sub>alkyl-C(O)-C<sub>0-3</sub>alkyl.

**Claim 6 (original):** The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

**B is C<sub>1-6</sub>alkyl.**

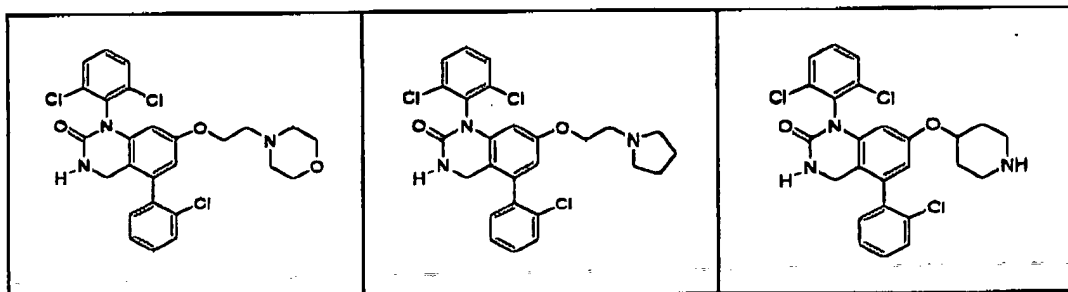
Claim 7 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

**B is C<sub>0-3</sub>alkyl-NH-C<sub>0-3</sub>alkyl.**

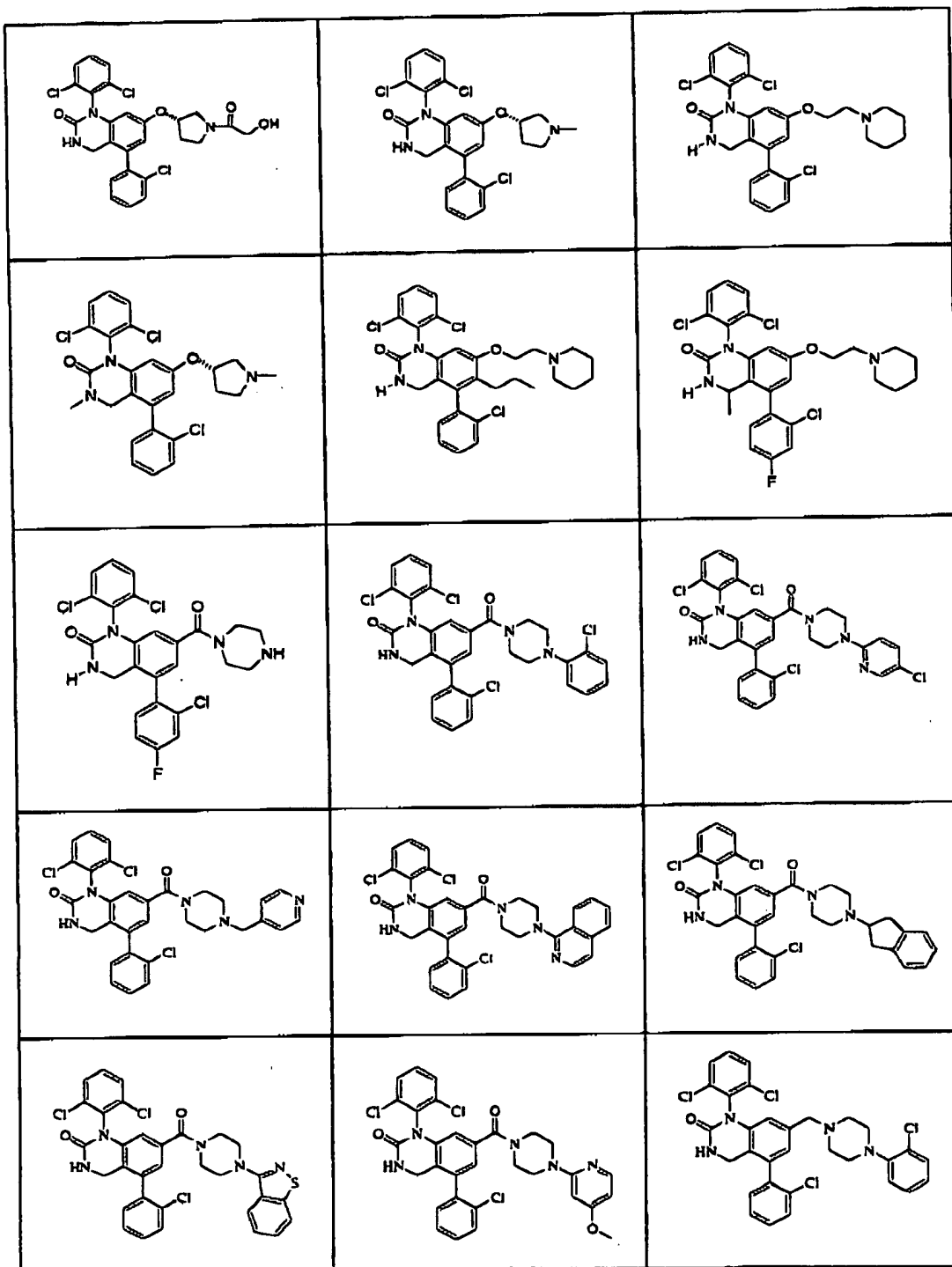
**Claim 8 (original):** The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

**G<sup>2</sup> is N.**

**Claim 9 (original):** The compound according to claim 2, represented by

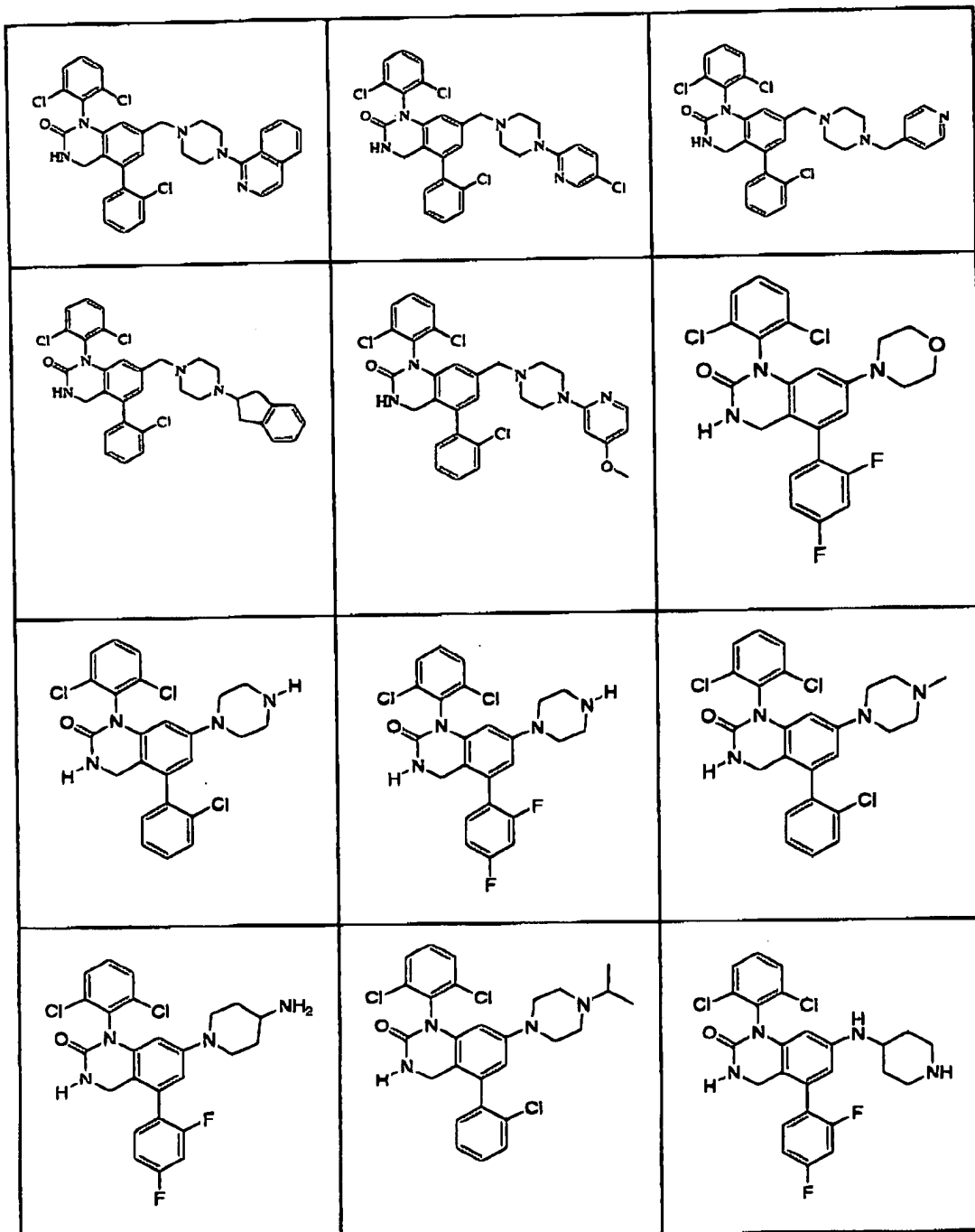


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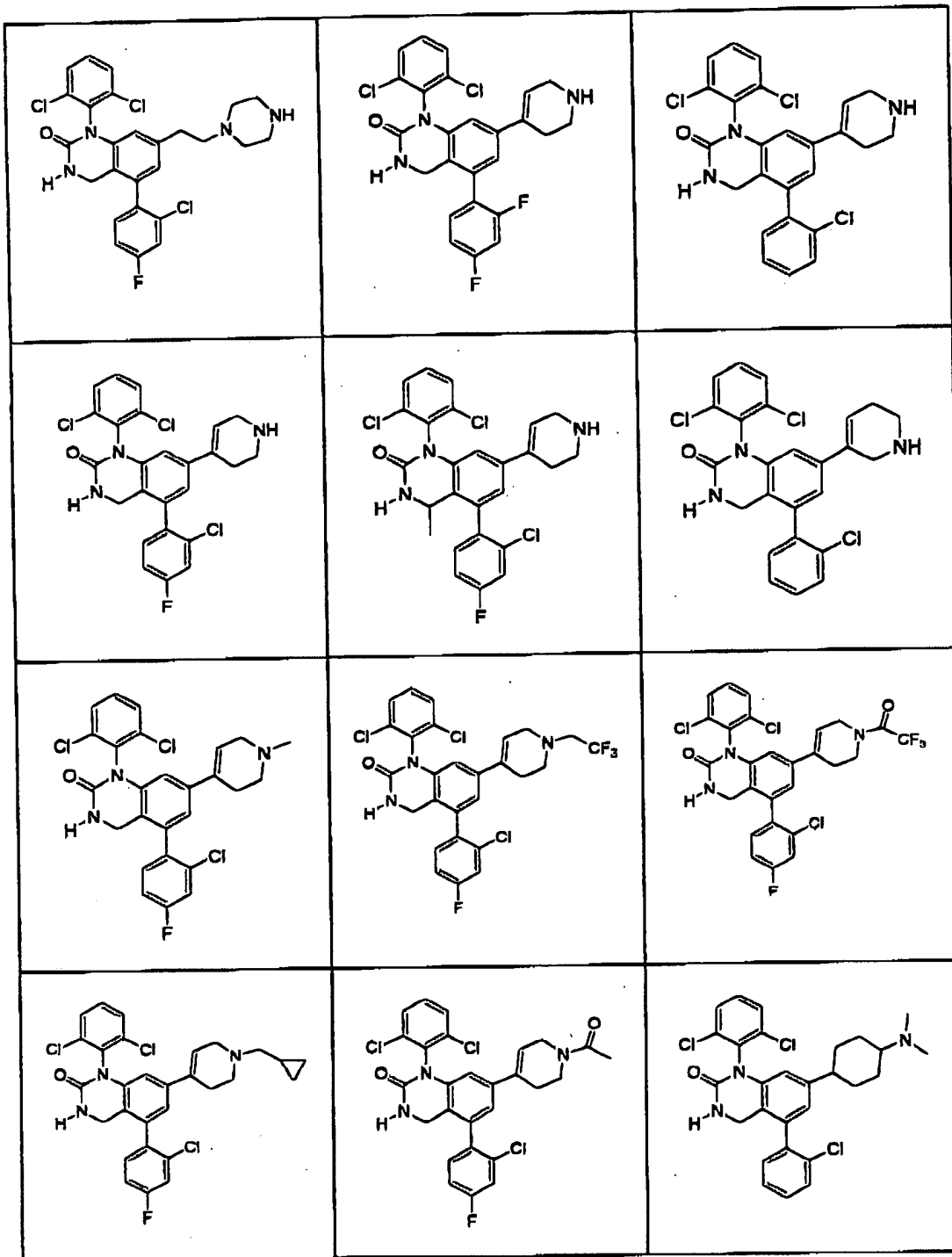
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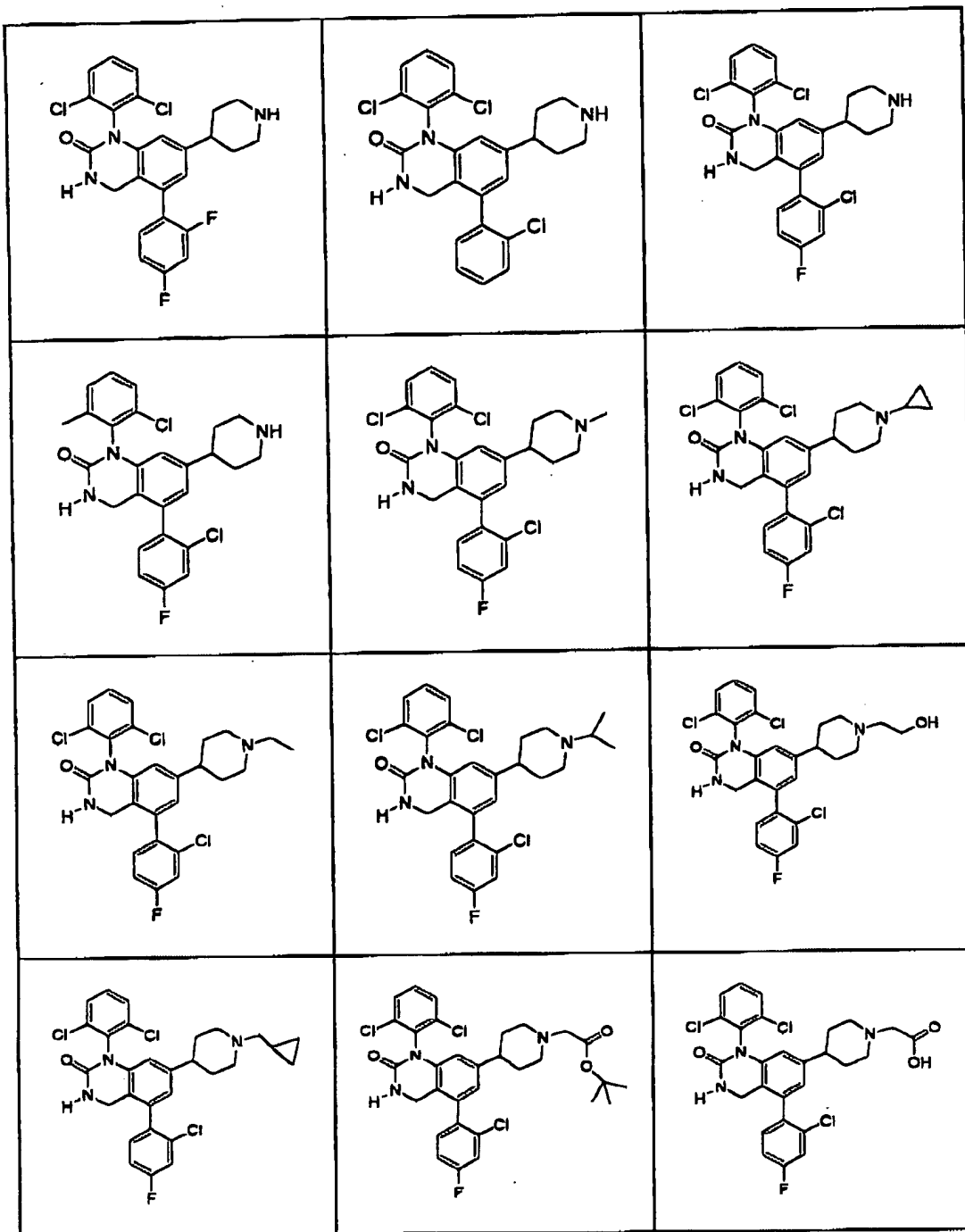
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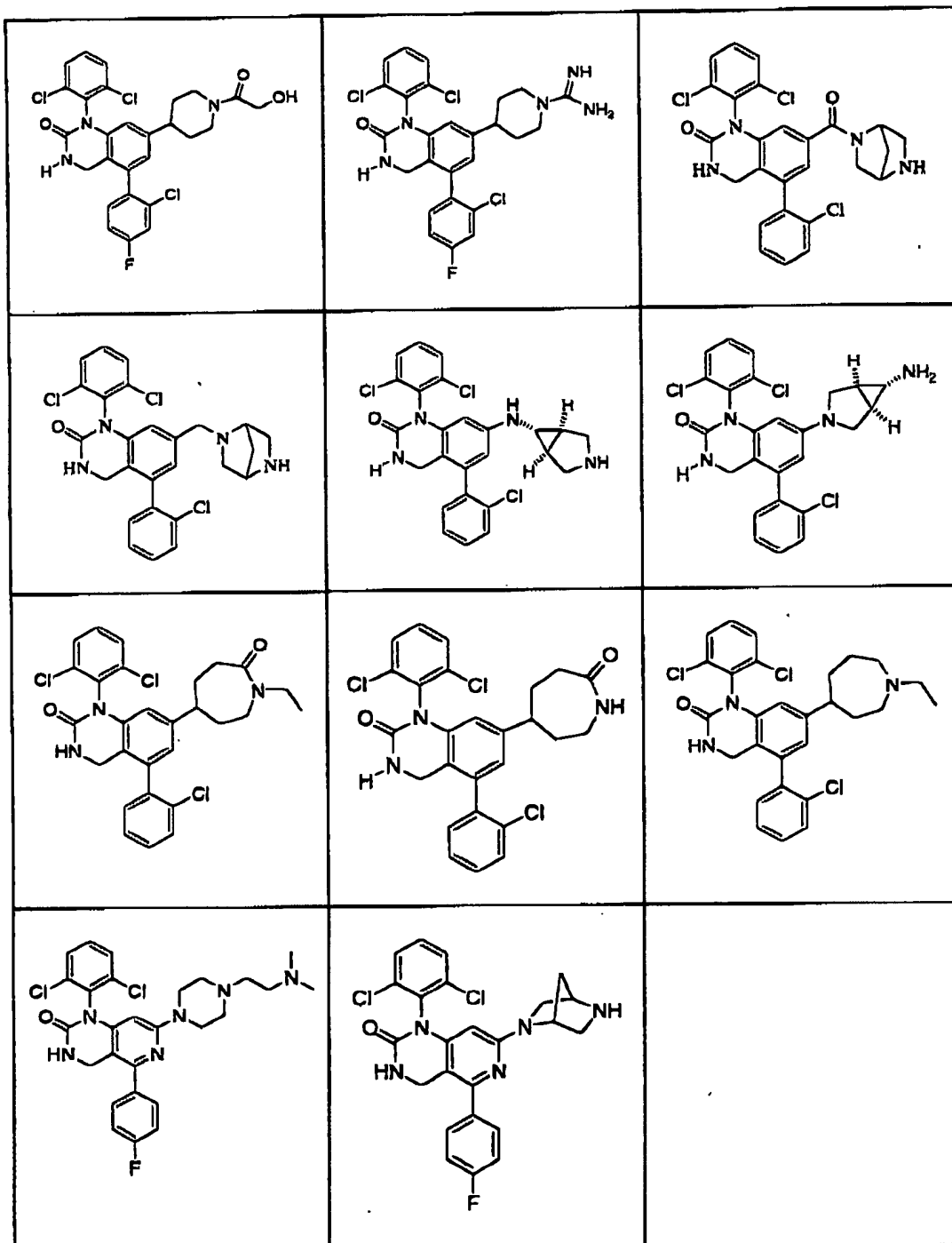


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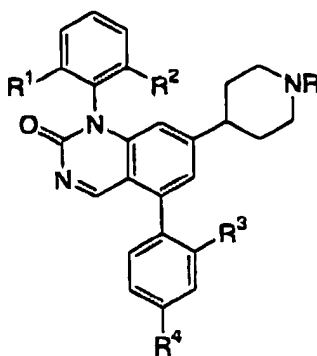
or a pharmaceutically acceptable salt thereof.

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Claim 10 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is N;  
D is CH.

Claim 11 (original): The compound according to claim 10 described by the chemical formula (IIIa):



(IIIa)

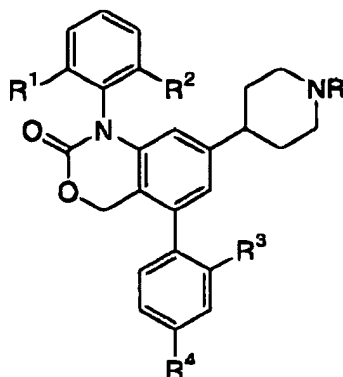
or a pharmaceutically acceptable salt thereof.

Claim 12 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is O;  
D is CH<sub>2</sub>.

Claim 13 (original): The compound according to claim 12 described by the chemical formula (IVa):

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(IVA)

or a pharmaceutically acceptable salt thereof.

**Claim 14 (original):** The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

**A is CH<sub>2</sub>;**

**D is CH<sub>2</sub>.**

**Claim 15 (original):** The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

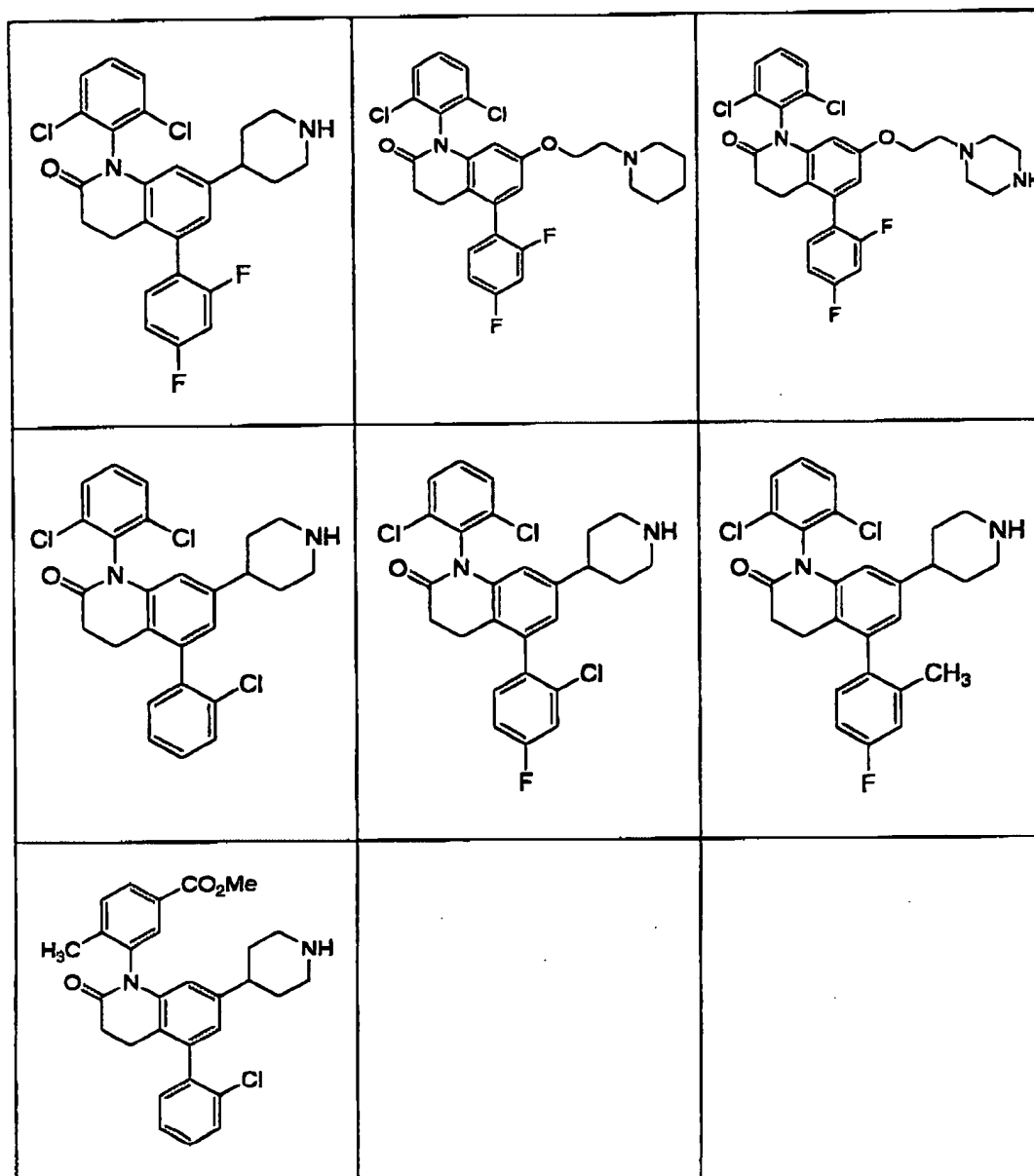
**B is a direct bond.**

**Claim 16 (original):** The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

**B is C<sub>0-3</sub>alkyl-O-C<sub>0-3</sub>alkyl.**

**Claim 17 (original):** The compound according to claim 14 represented by

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or a pharmaceutically acceptable salt thereof.

Claim 18 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH<sub>3</sub>;

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D is CH.

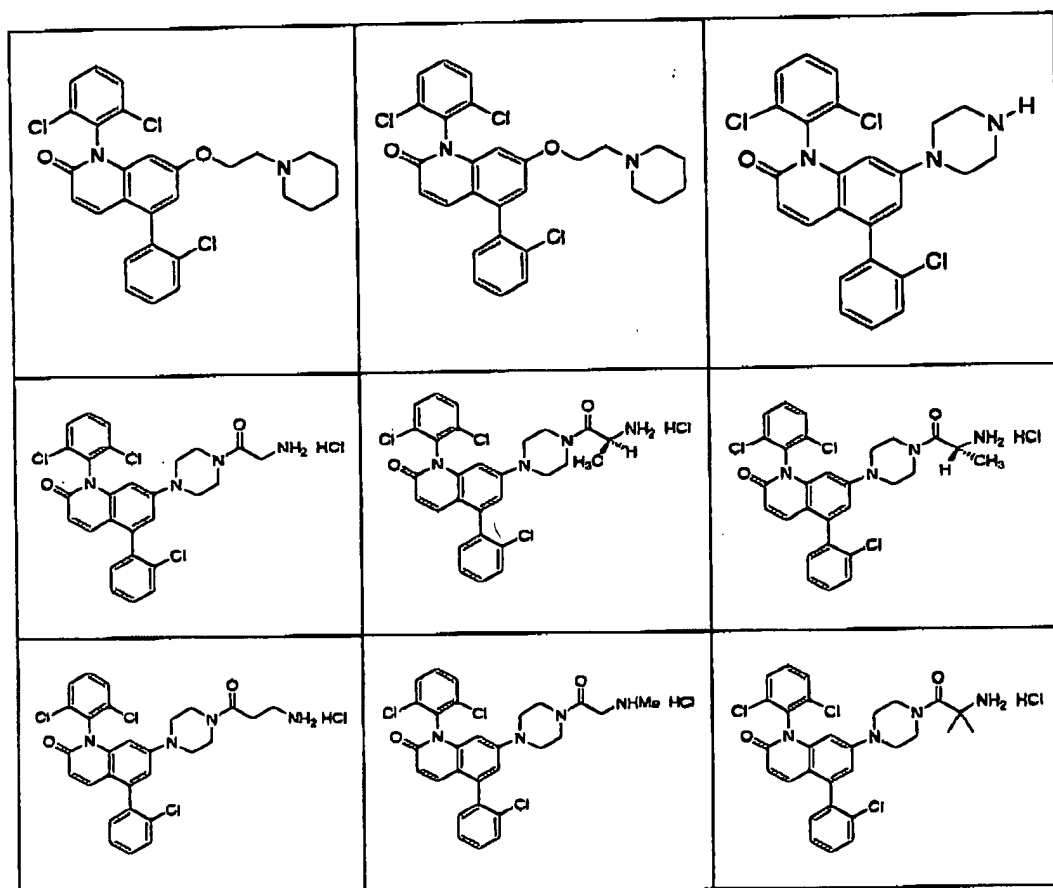
Claim 19 (original): The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

Claim 20 (original): The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is C0-3alkyl-O-C0-3alkyl.

Claim 21 (original): The compound according to claim 18 comprising

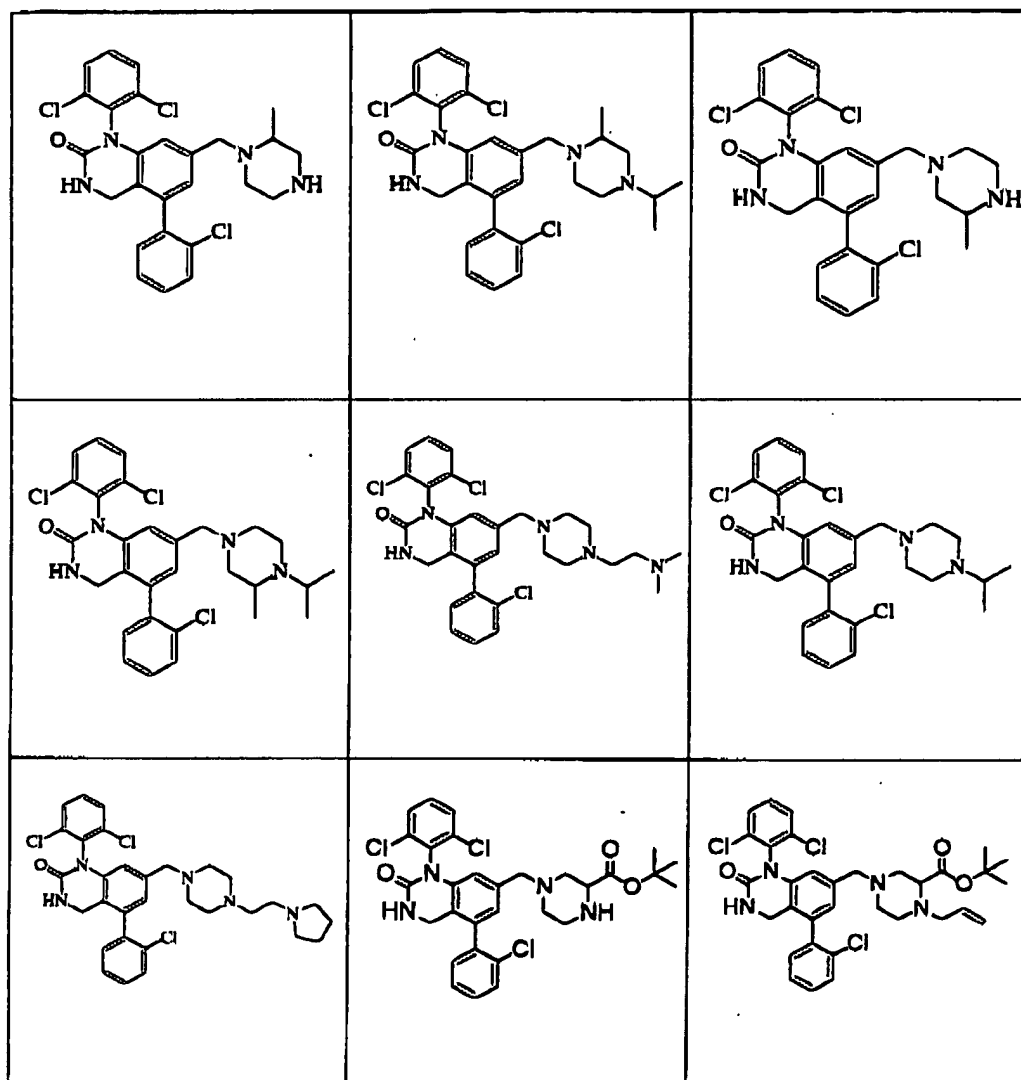


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or a pharmaceutically acceptable salt thereof.

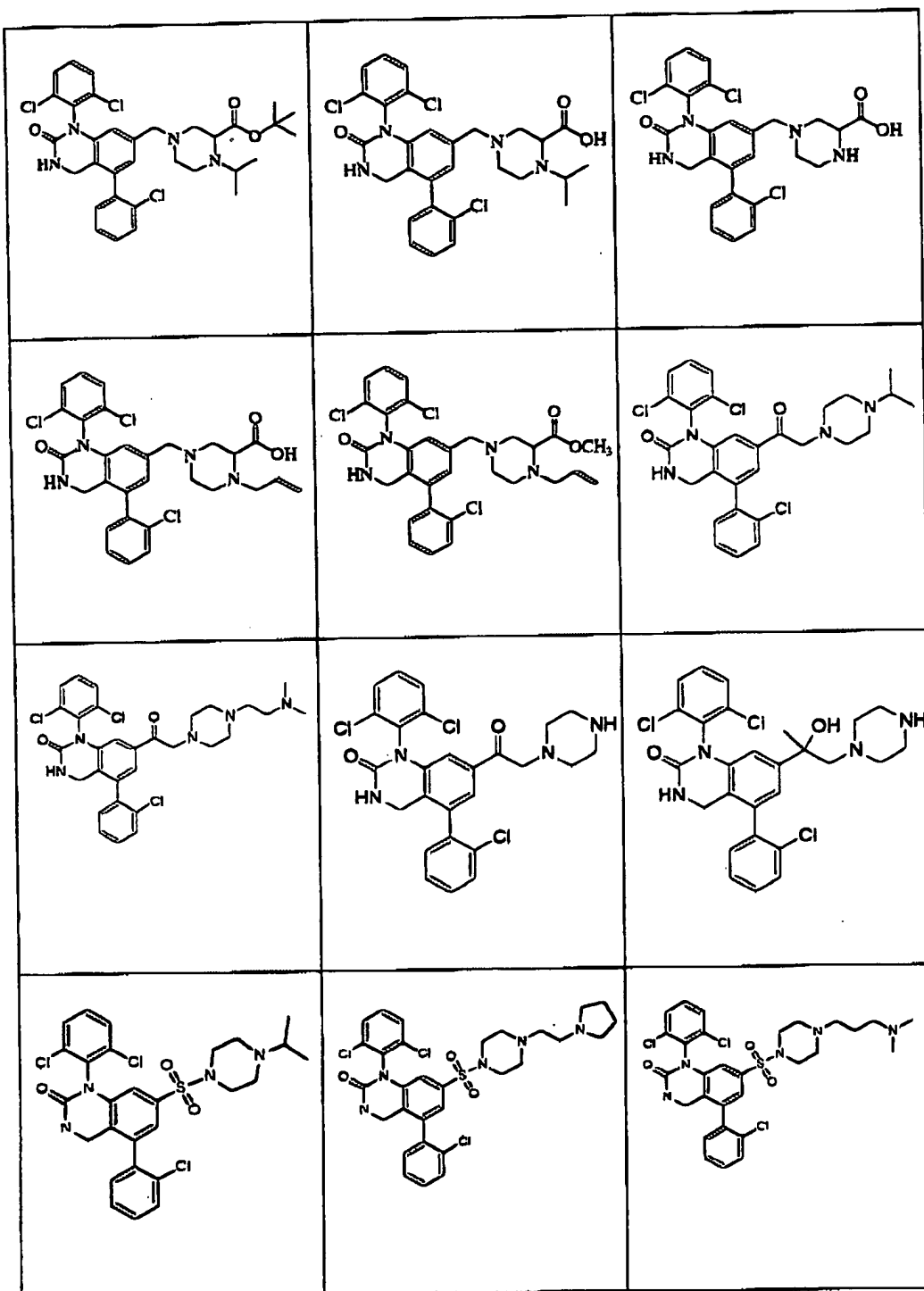
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Claim 22 (original): The compound according to claim 2 represented by



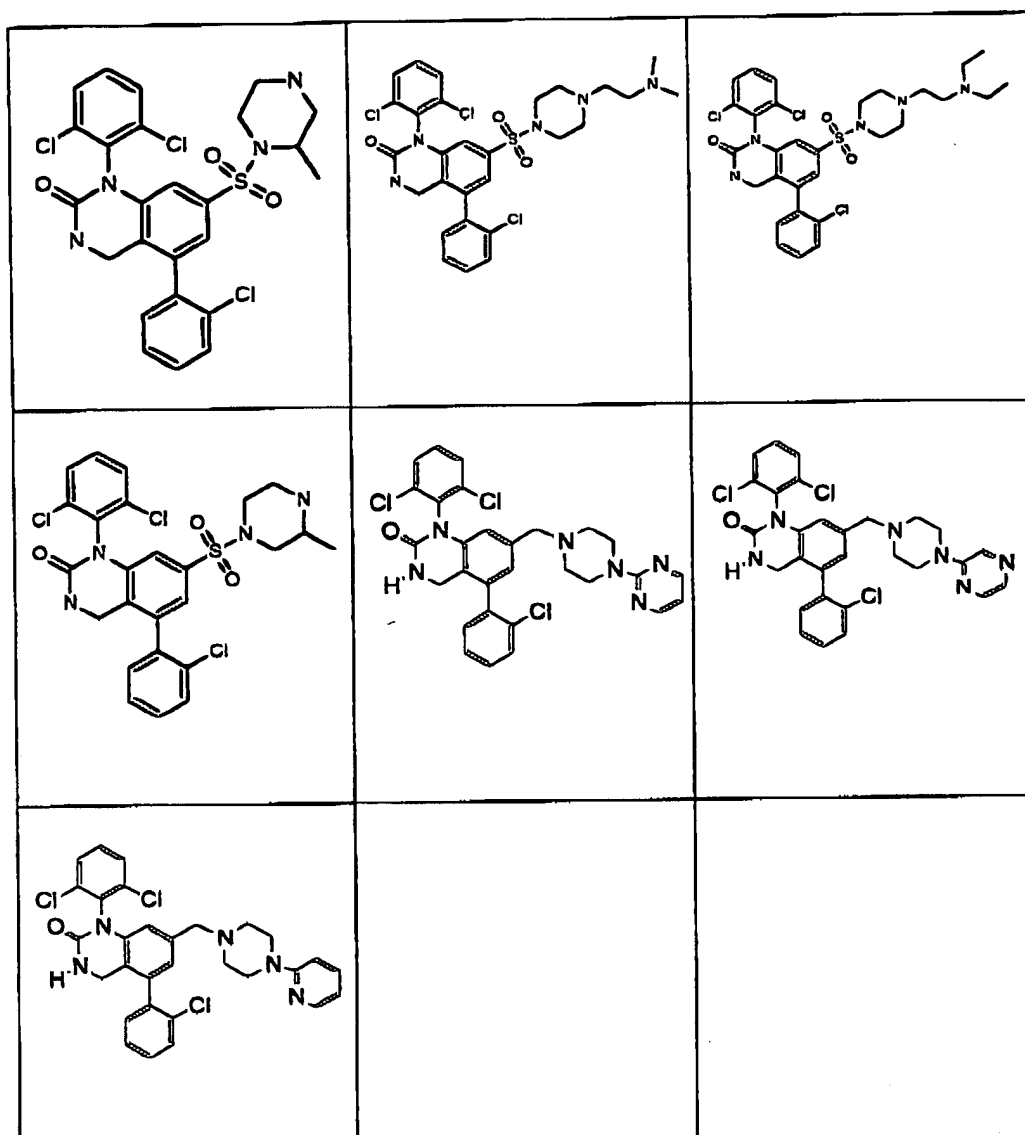
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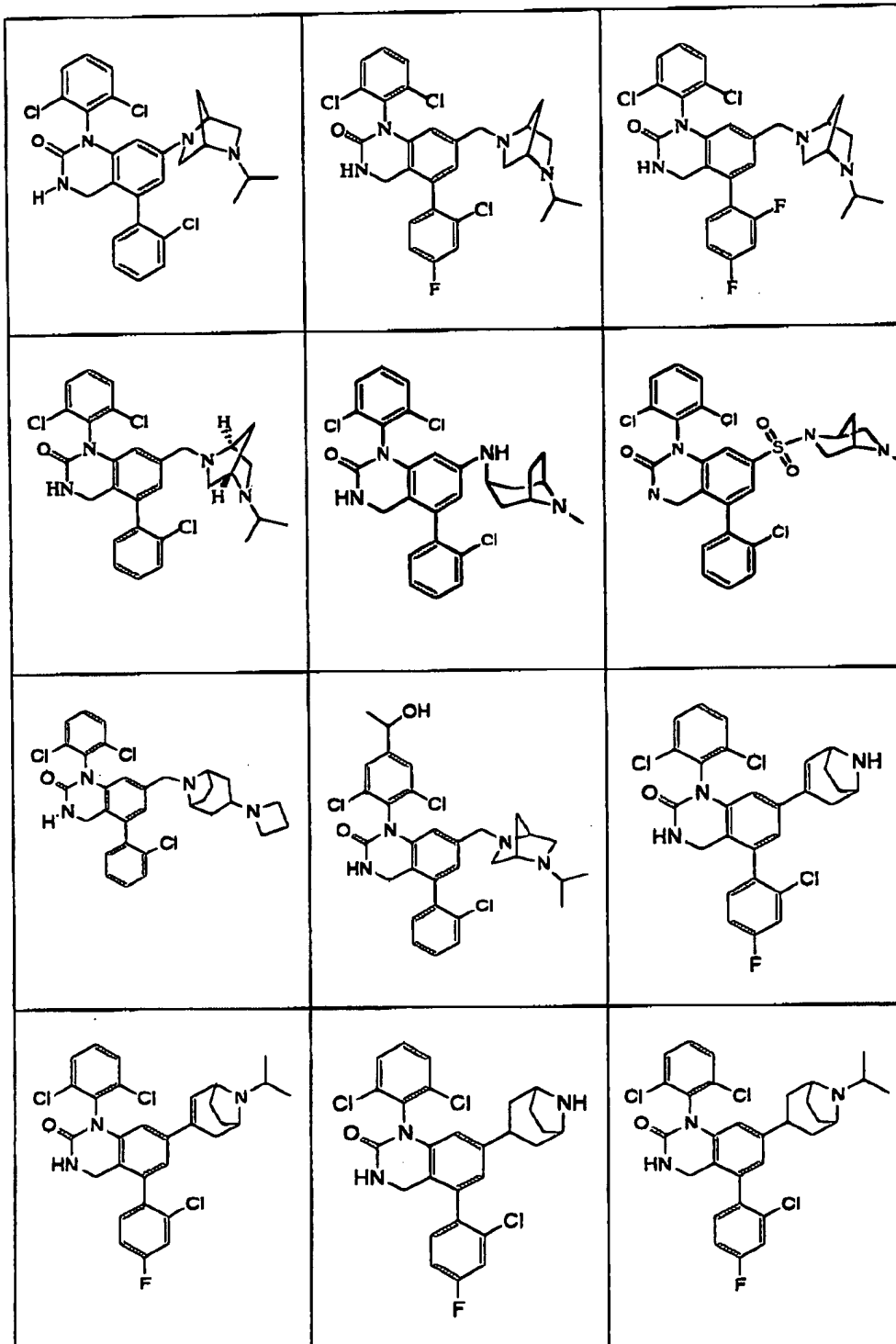
or a pharmaceutically acceptable salt thereof.

Claim 23 (original): The compound according to claim 2 represented by



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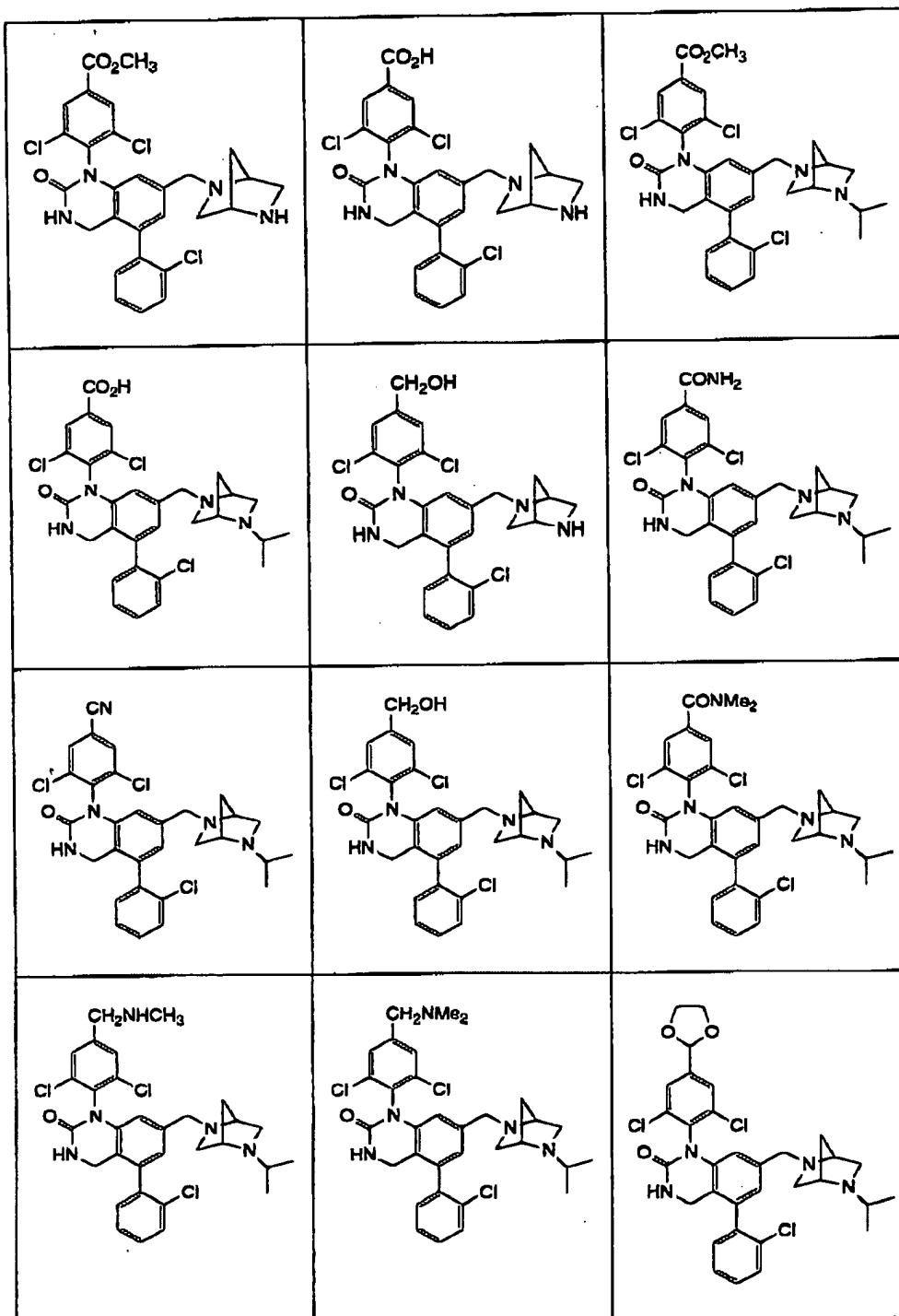
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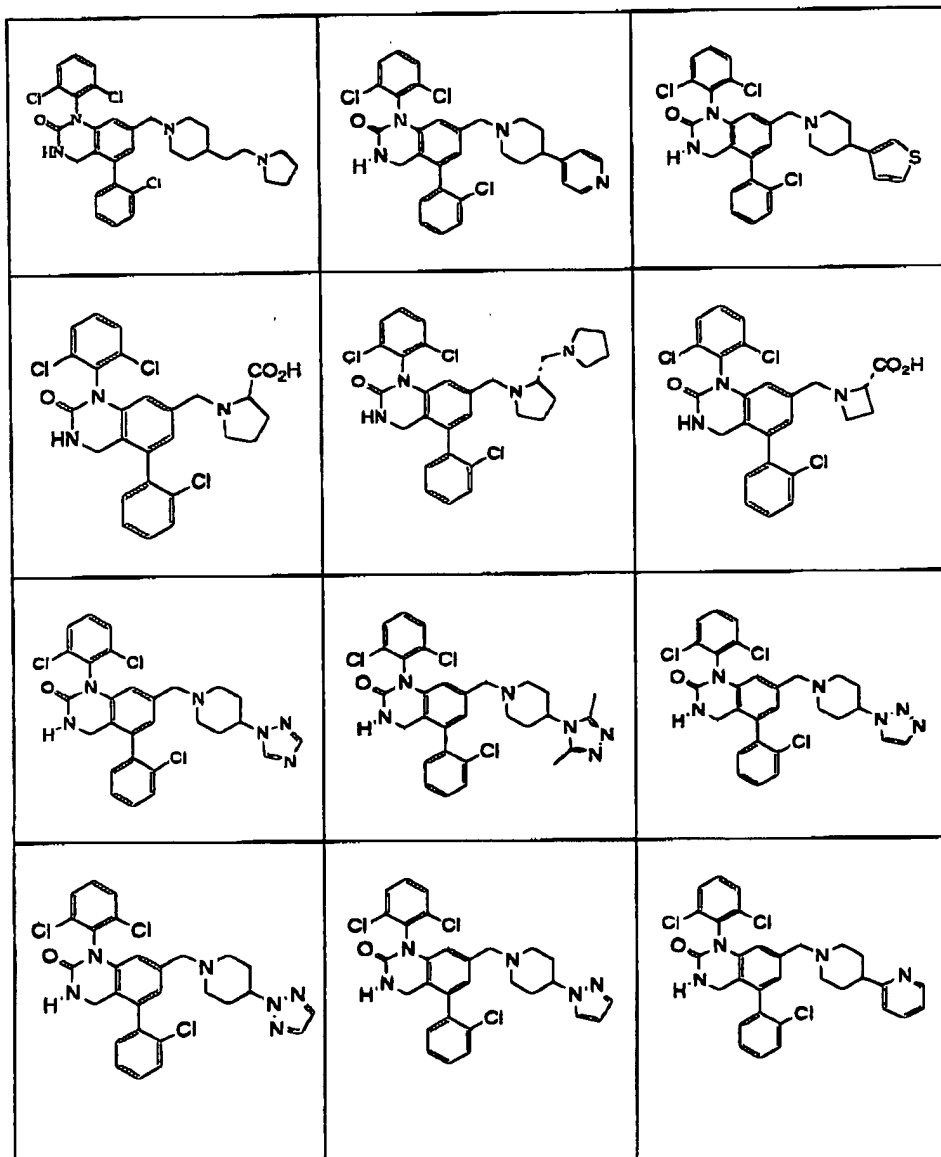


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or a pharmaceutically acceptable salt thereof.

Claim 24 (original): The compound according to Claim 2 represented by

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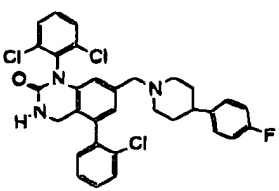
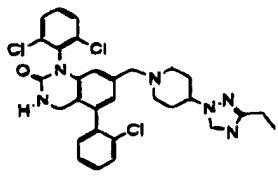
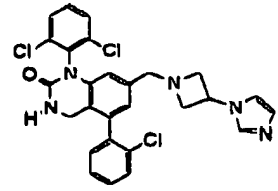
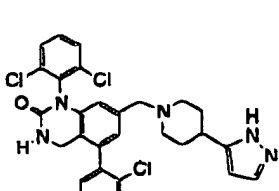
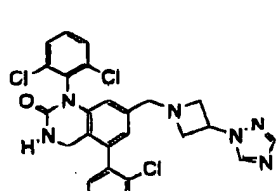
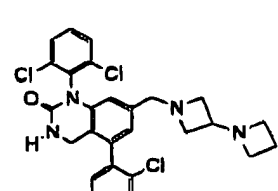
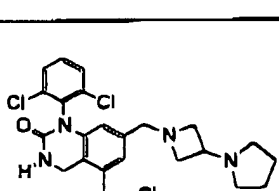
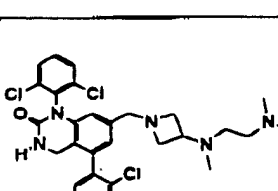
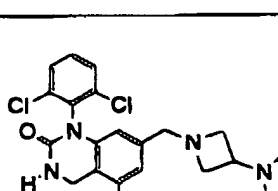
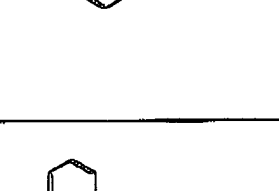

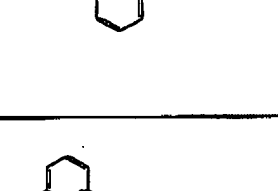
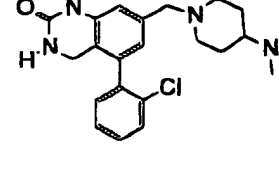
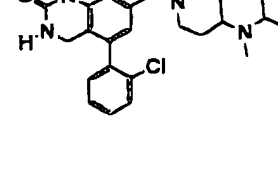
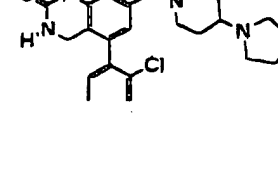
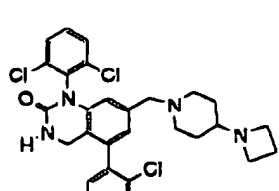
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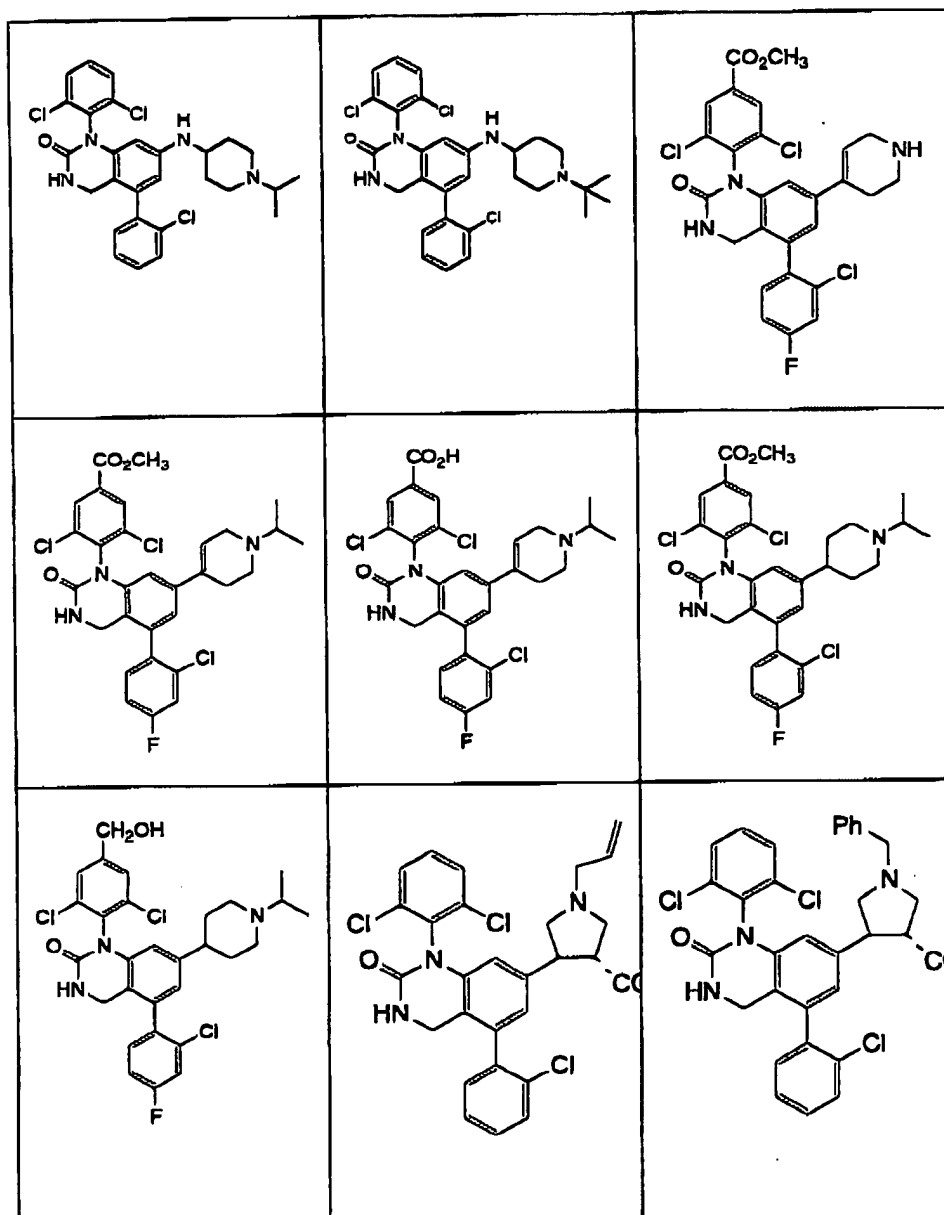
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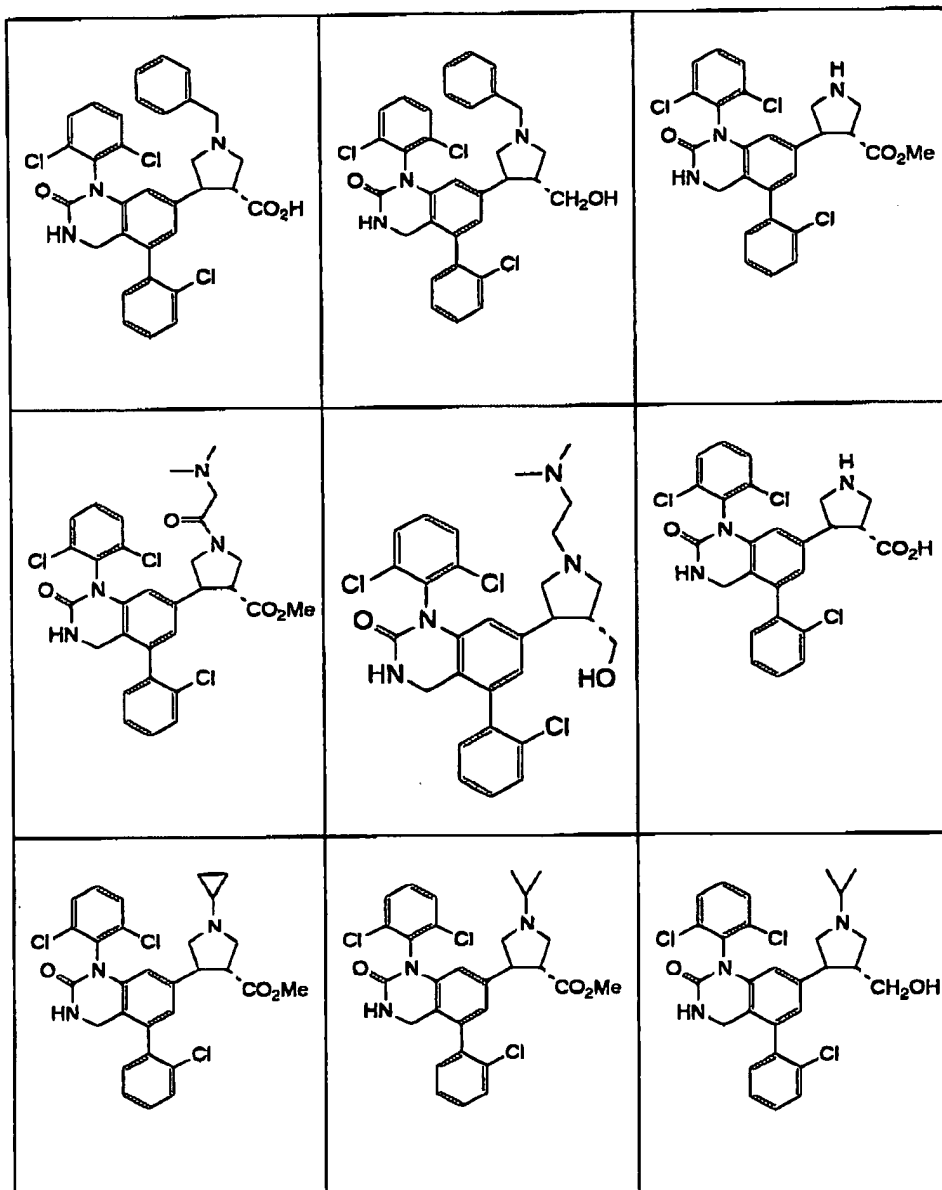
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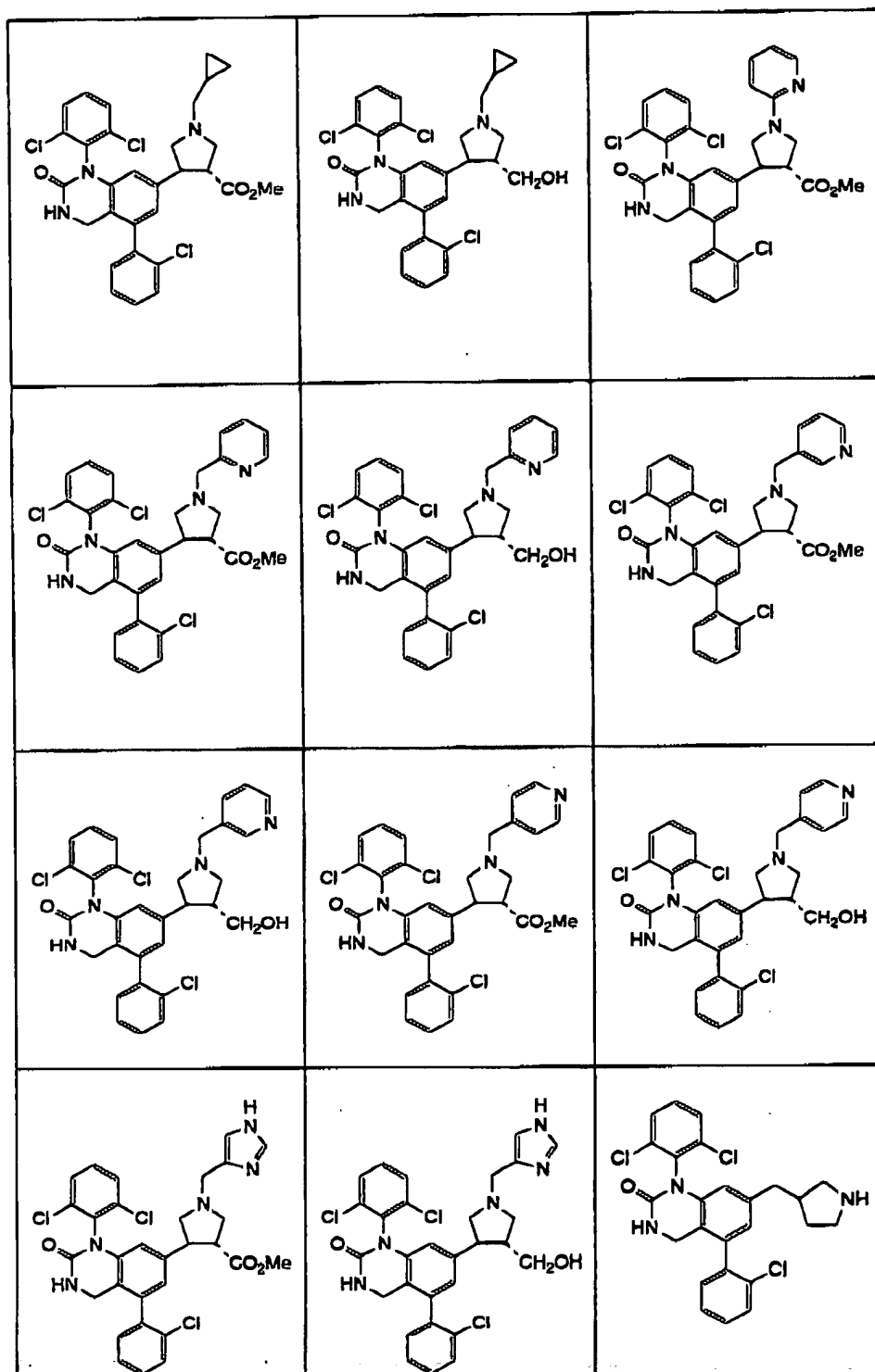
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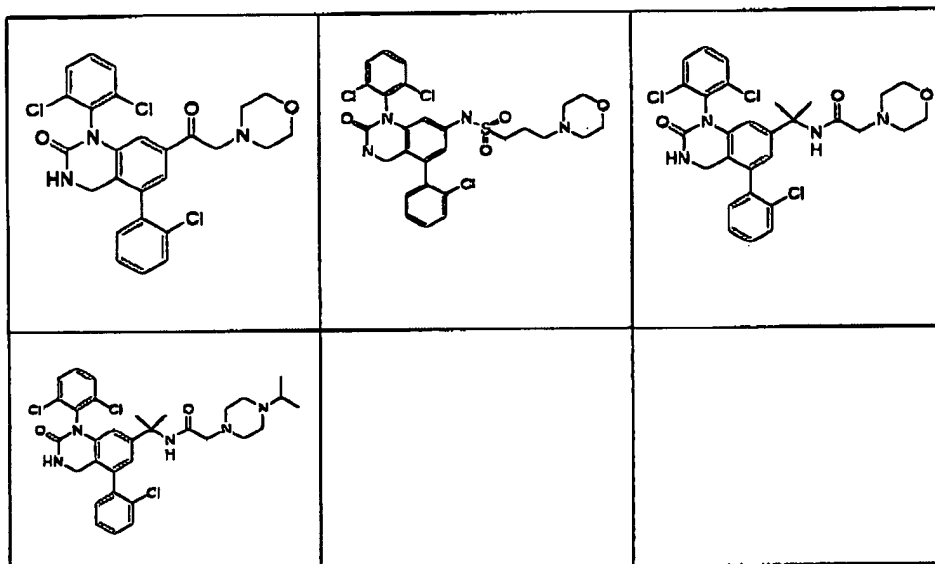
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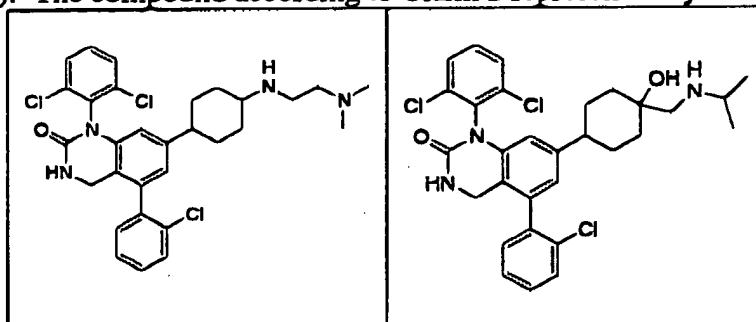
B' or a pharmaceutically acceptable salt thereof.

Claim 26 (original): The compound according to Claim 2 represented by



or a pharmaceutically acceptable salt thereof.

Claim 27 (original): The compound according to Claim 2 represented by

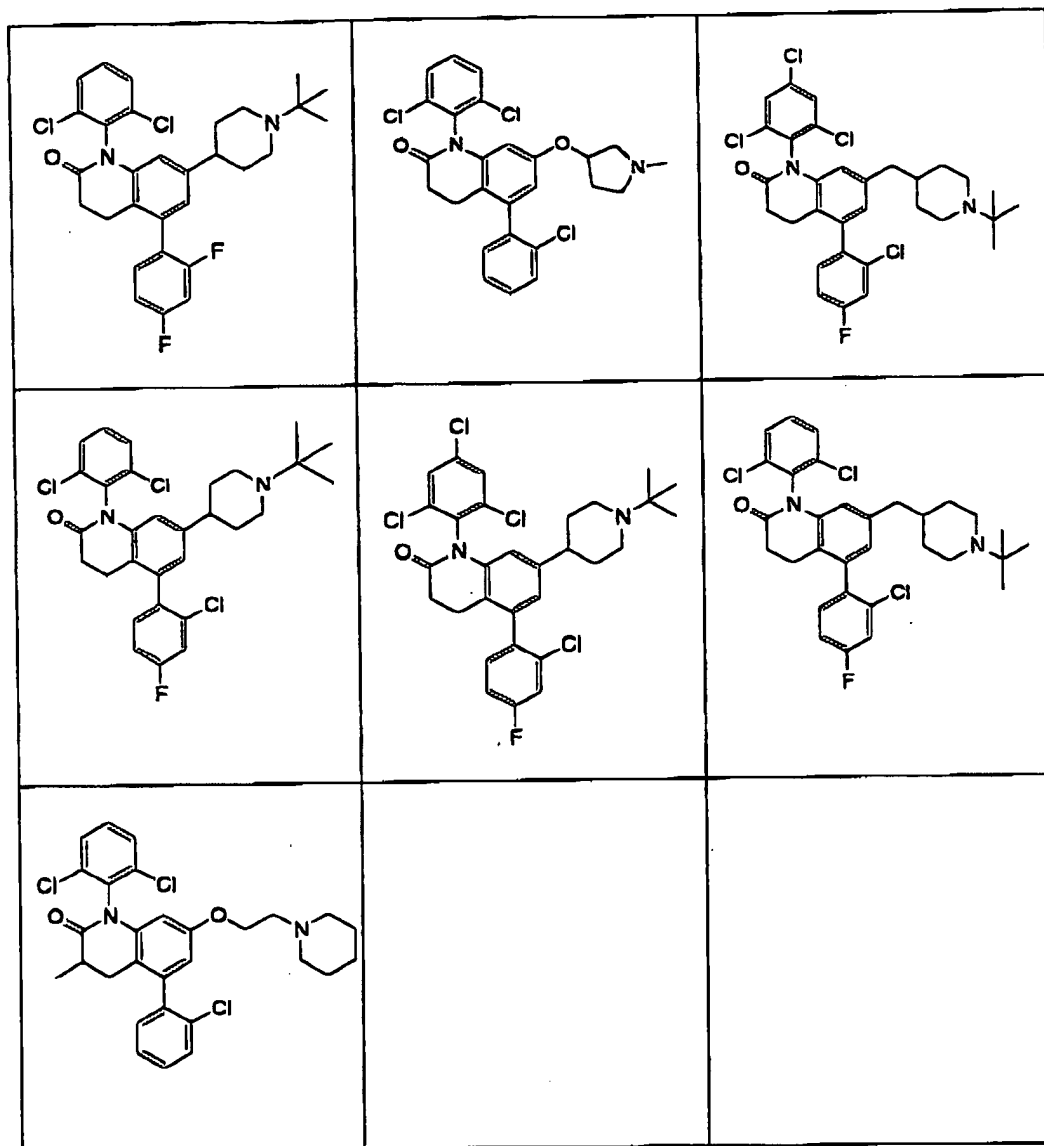


or a pharmaceutically acceptable salt thereof.

Claim 28 (original): The compound according to Claim 14 represented by

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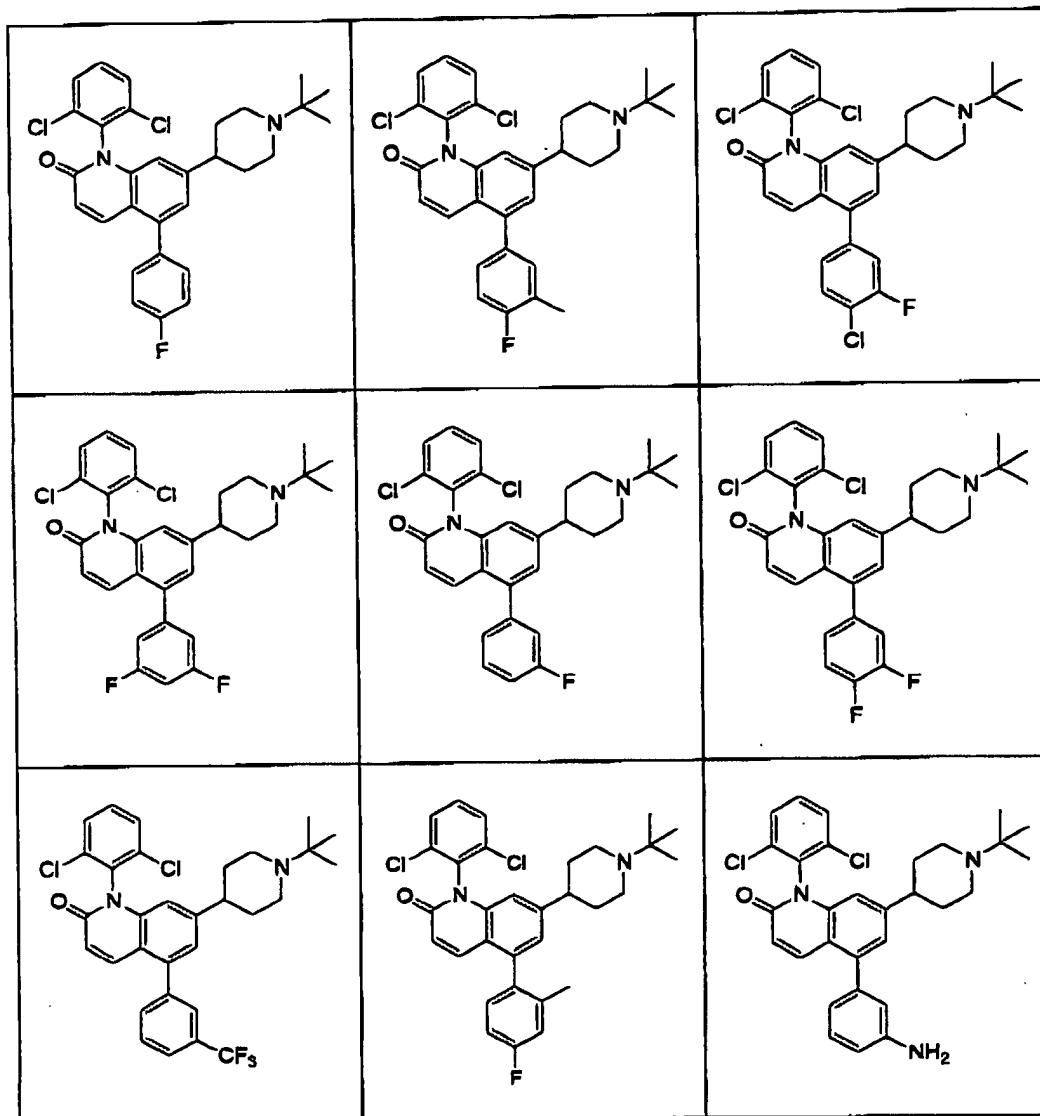


or a pharmaceutically acceptable salt thereof.

Claim 29 (original): The compound according to Claim 18 represented by

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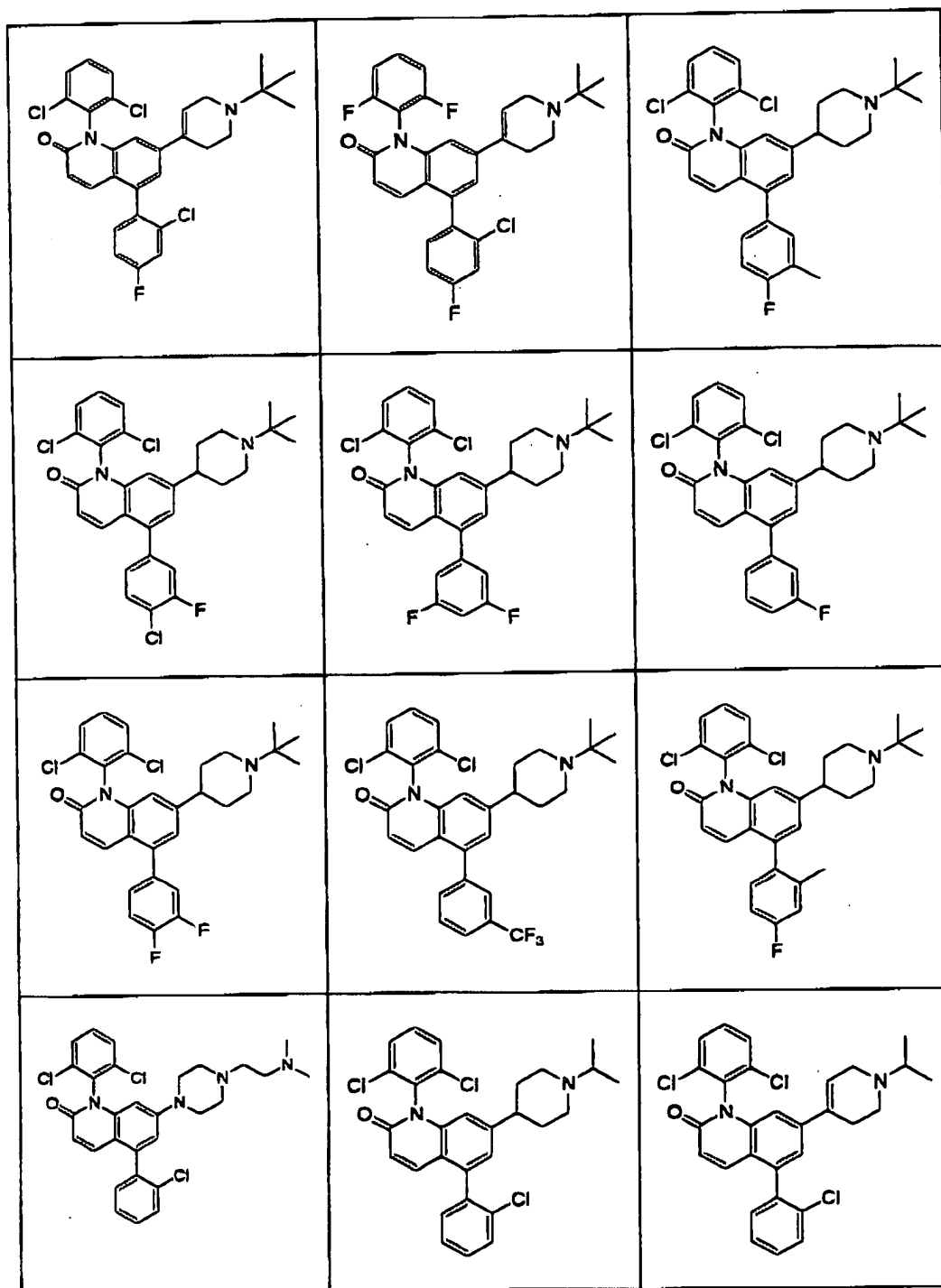
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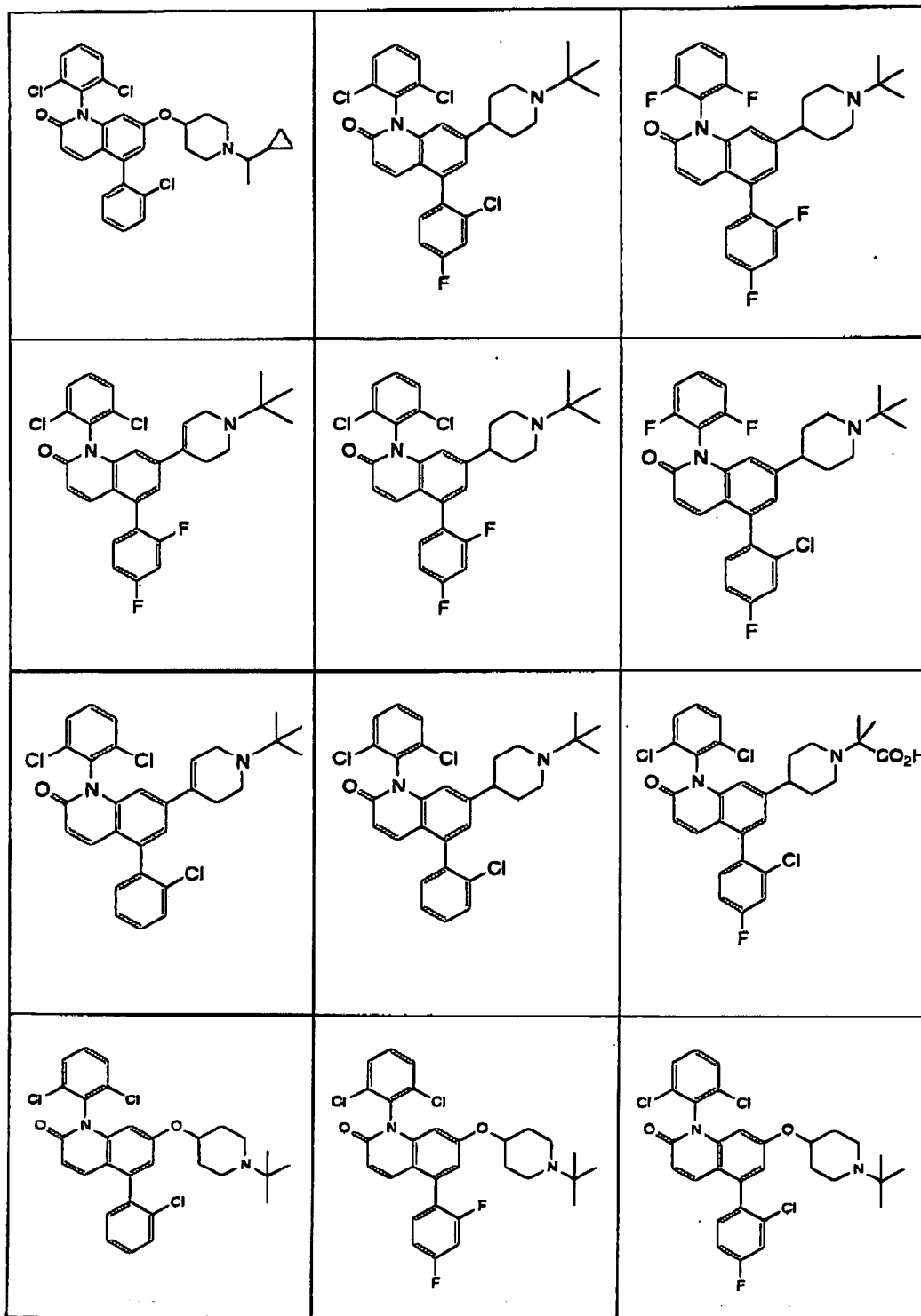
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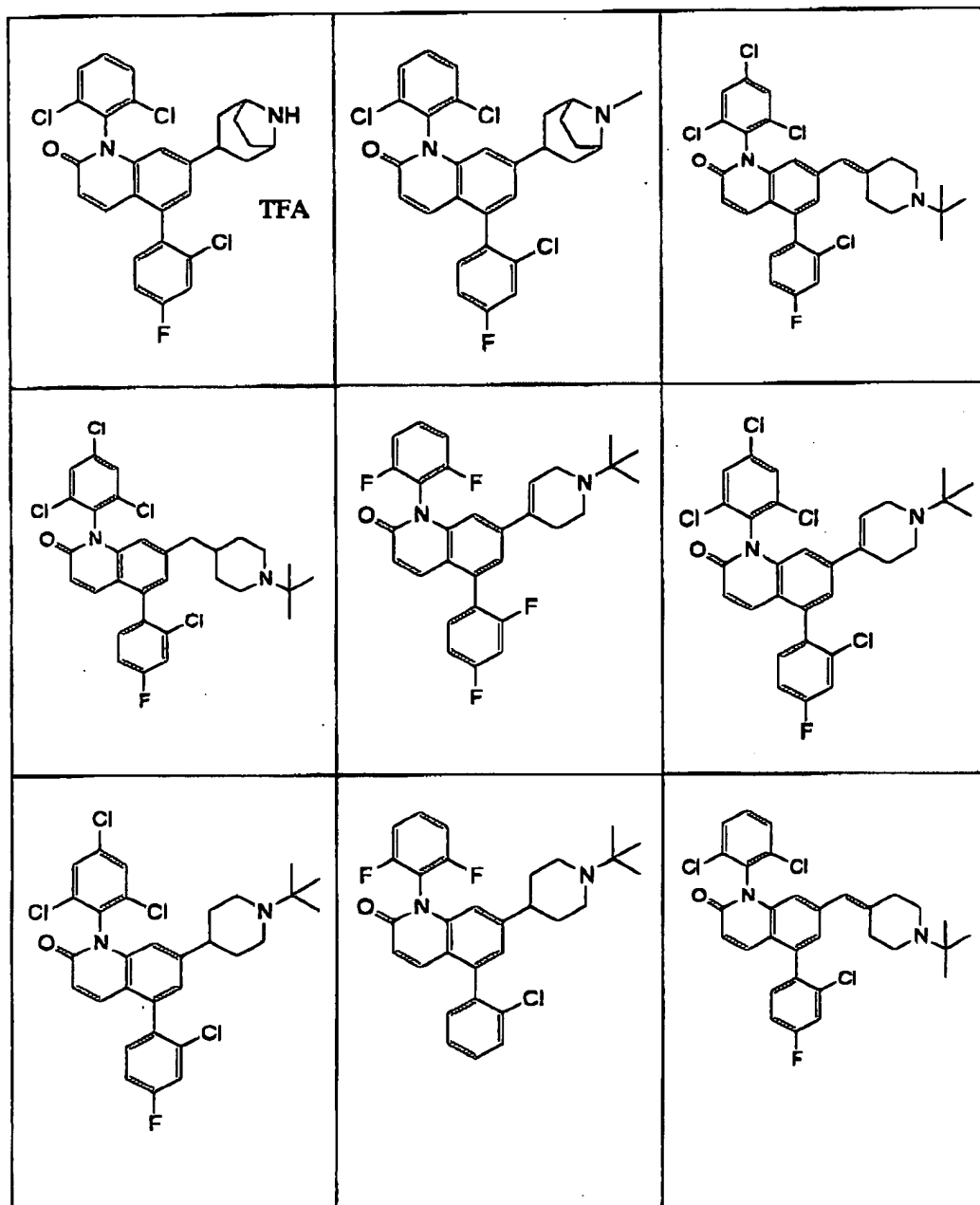
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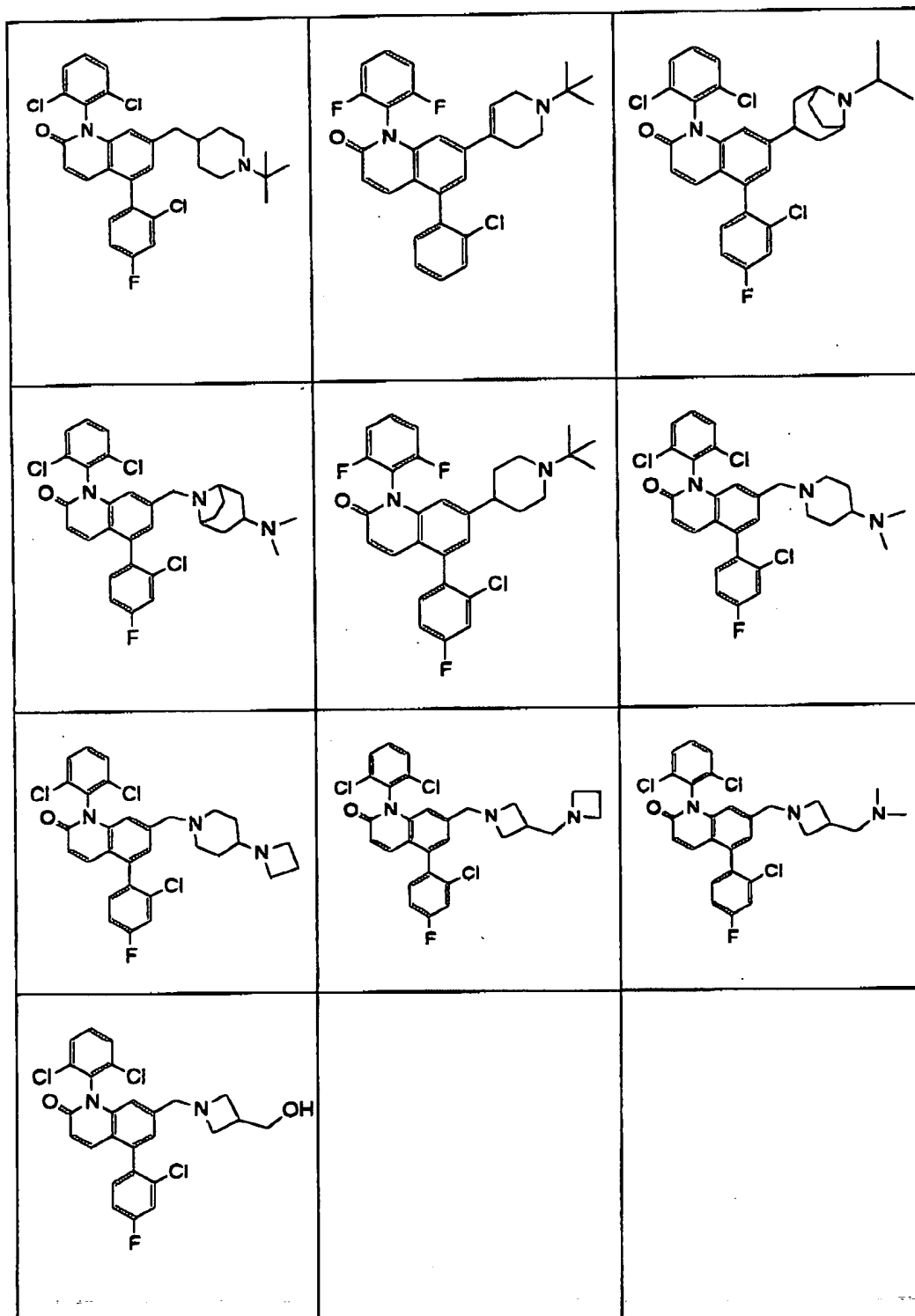
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or a pharmaceutically acceptable salt thereof.

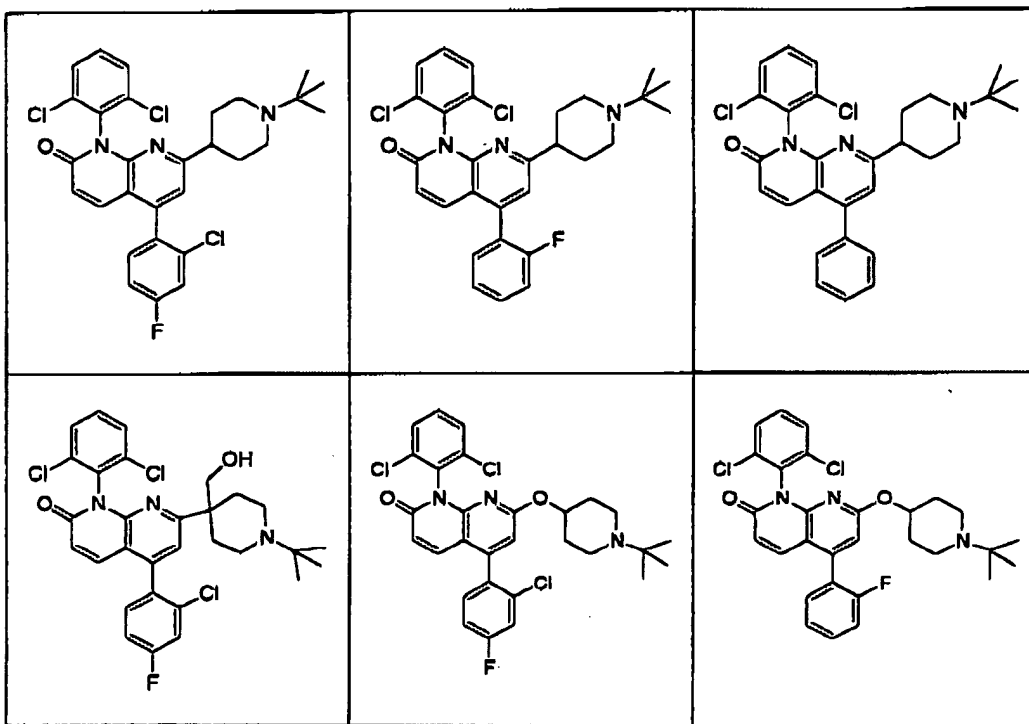
Claim 30 (original): The compound according to Claim 1, wherein

A is CH;

D is CH; and

G<sup>1</sup> is N.

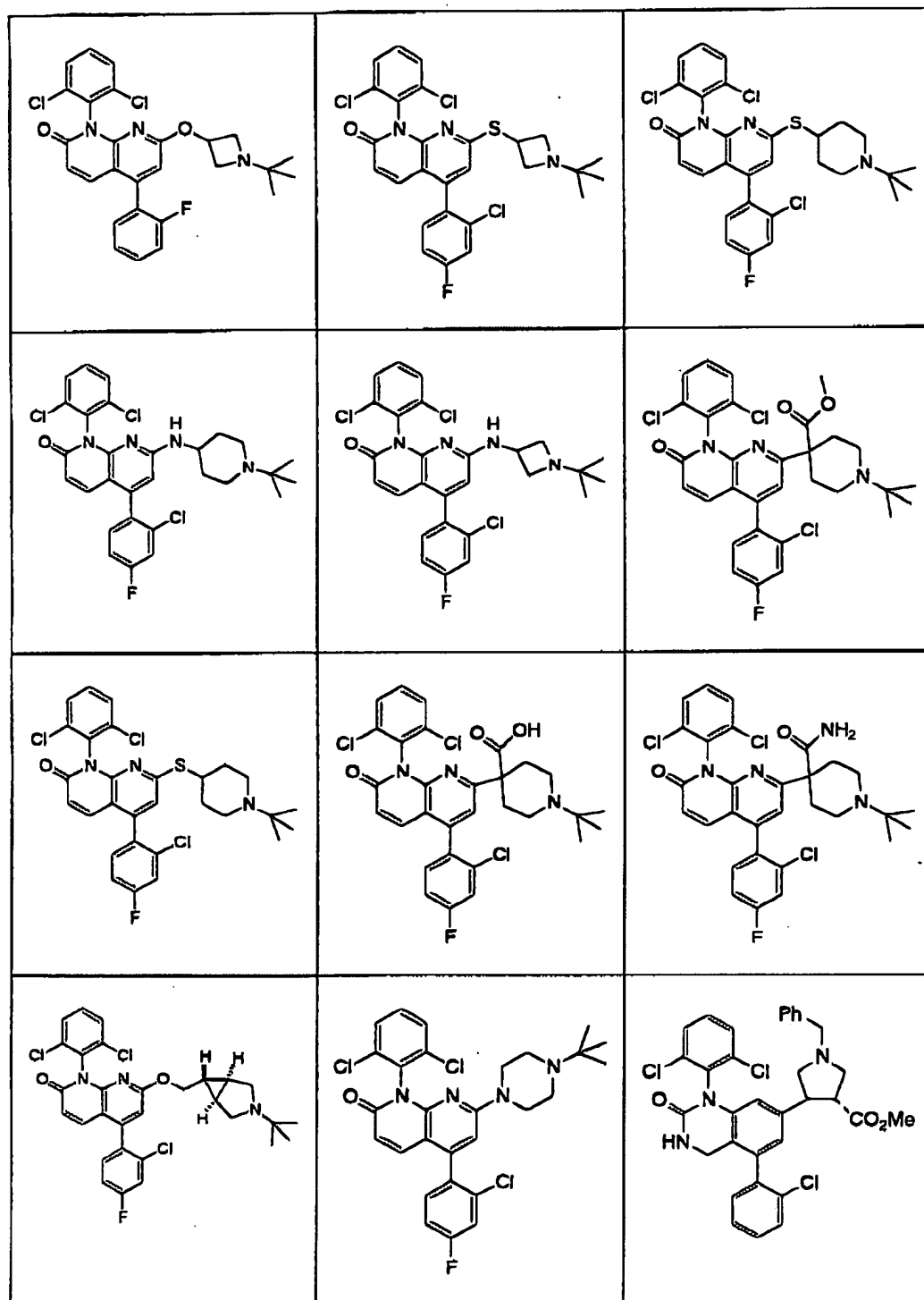
Claim 31 (original): The compound according to Claim 30 represented by





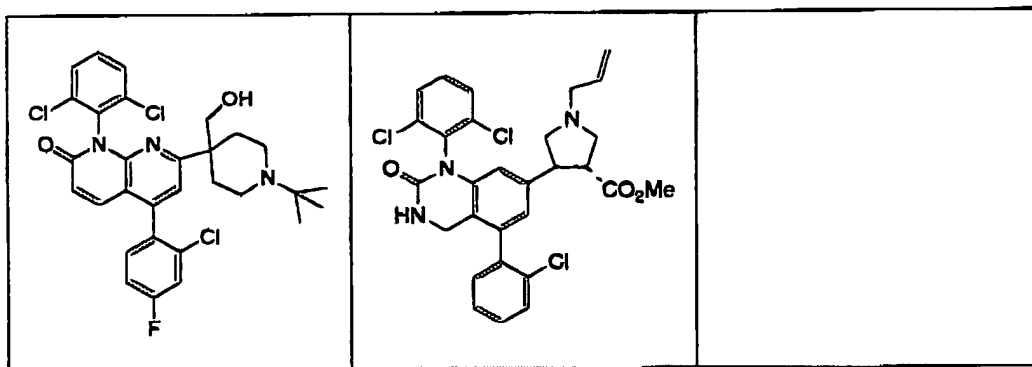
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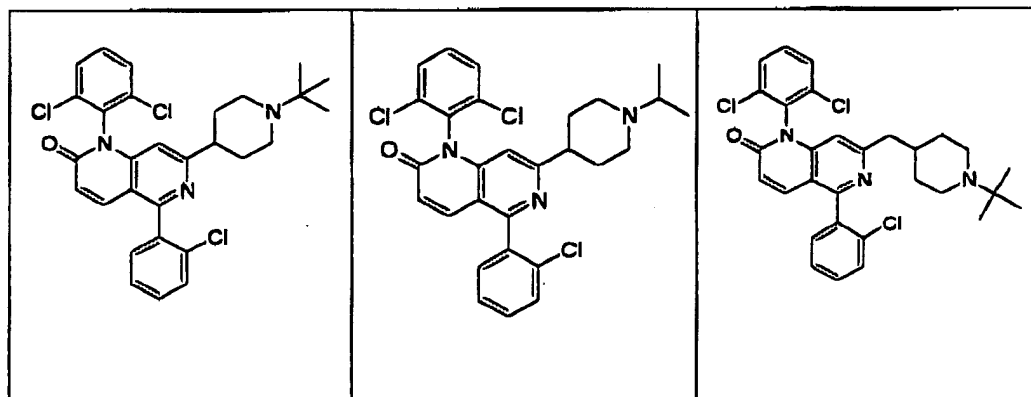


or a pharmaceutically acceptable salt thereof.

Claim 32 (original): The compound according to Claim 1 wherein

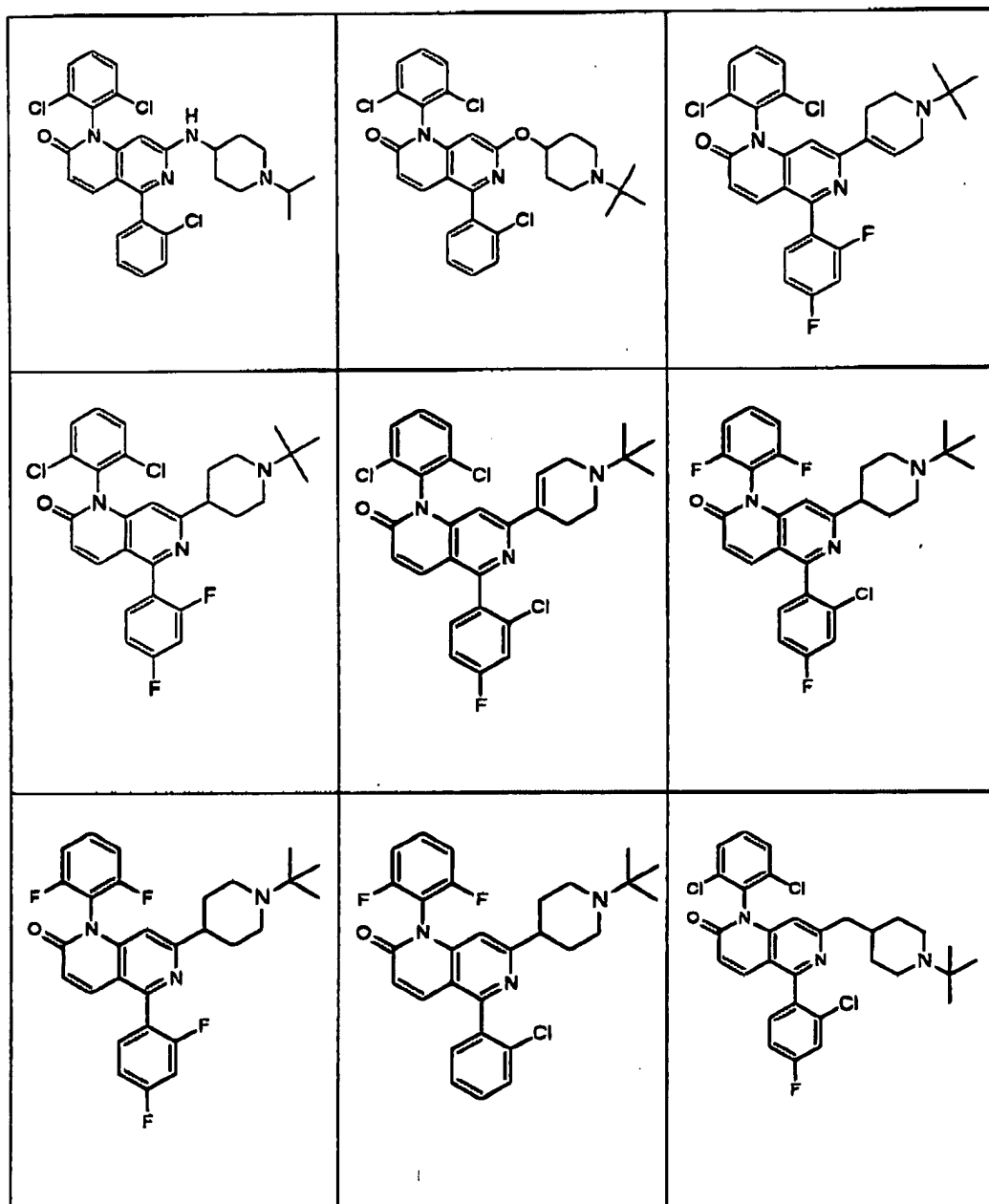
A is CH;  
D is CH; and  
G<sup>2</sup> is N.

Claim 33 (original): The compound according to Claim 32 represented by



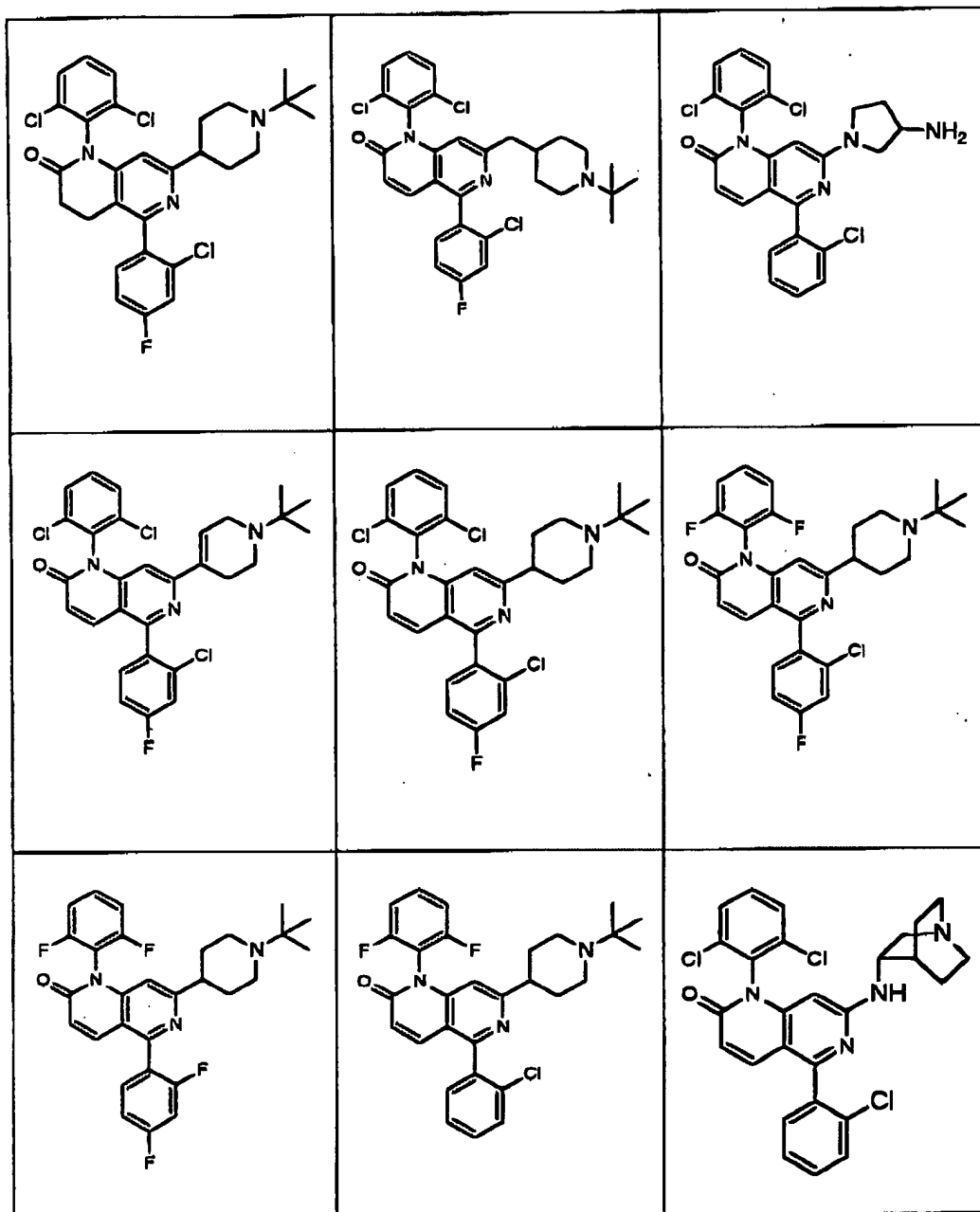
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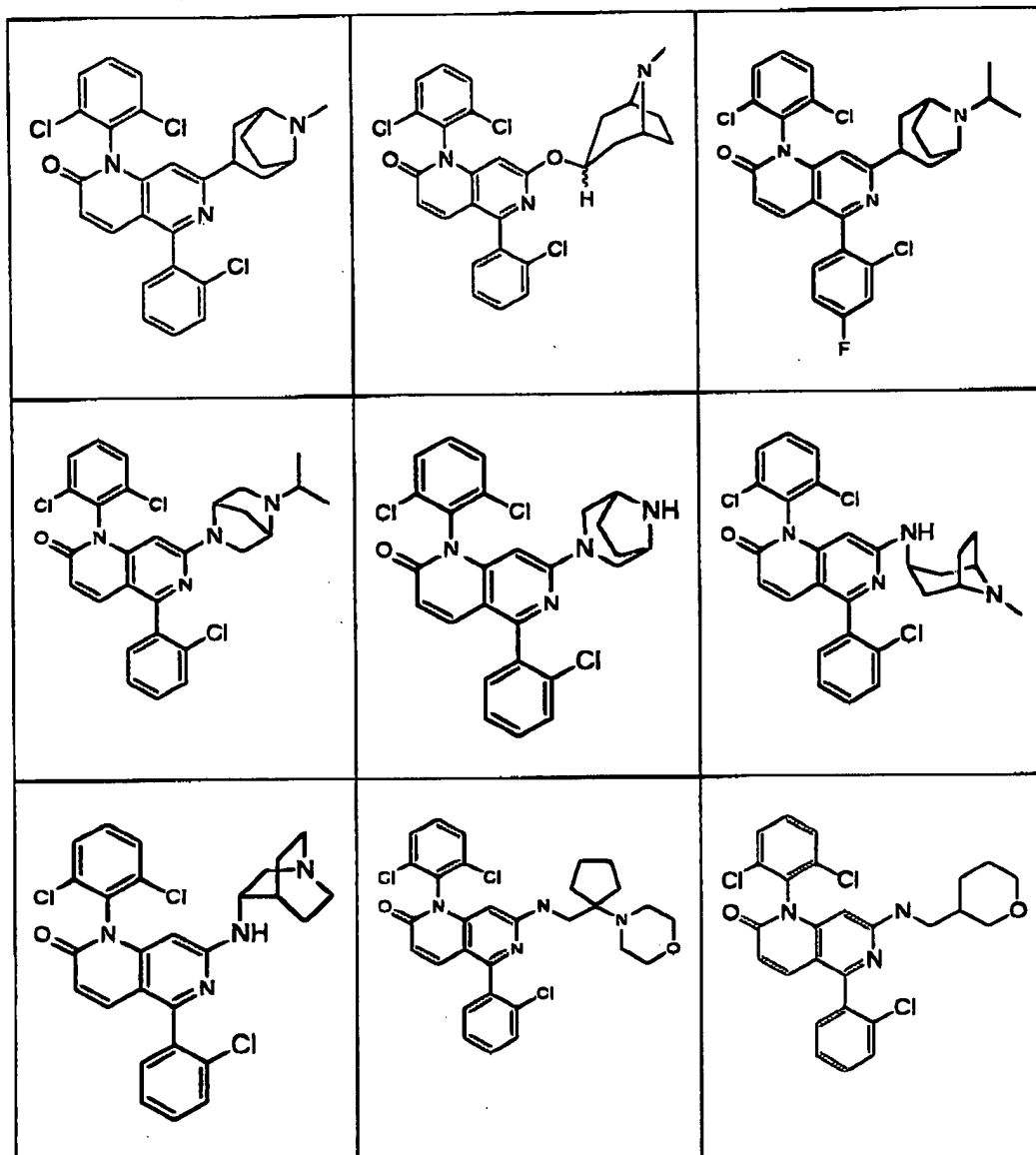
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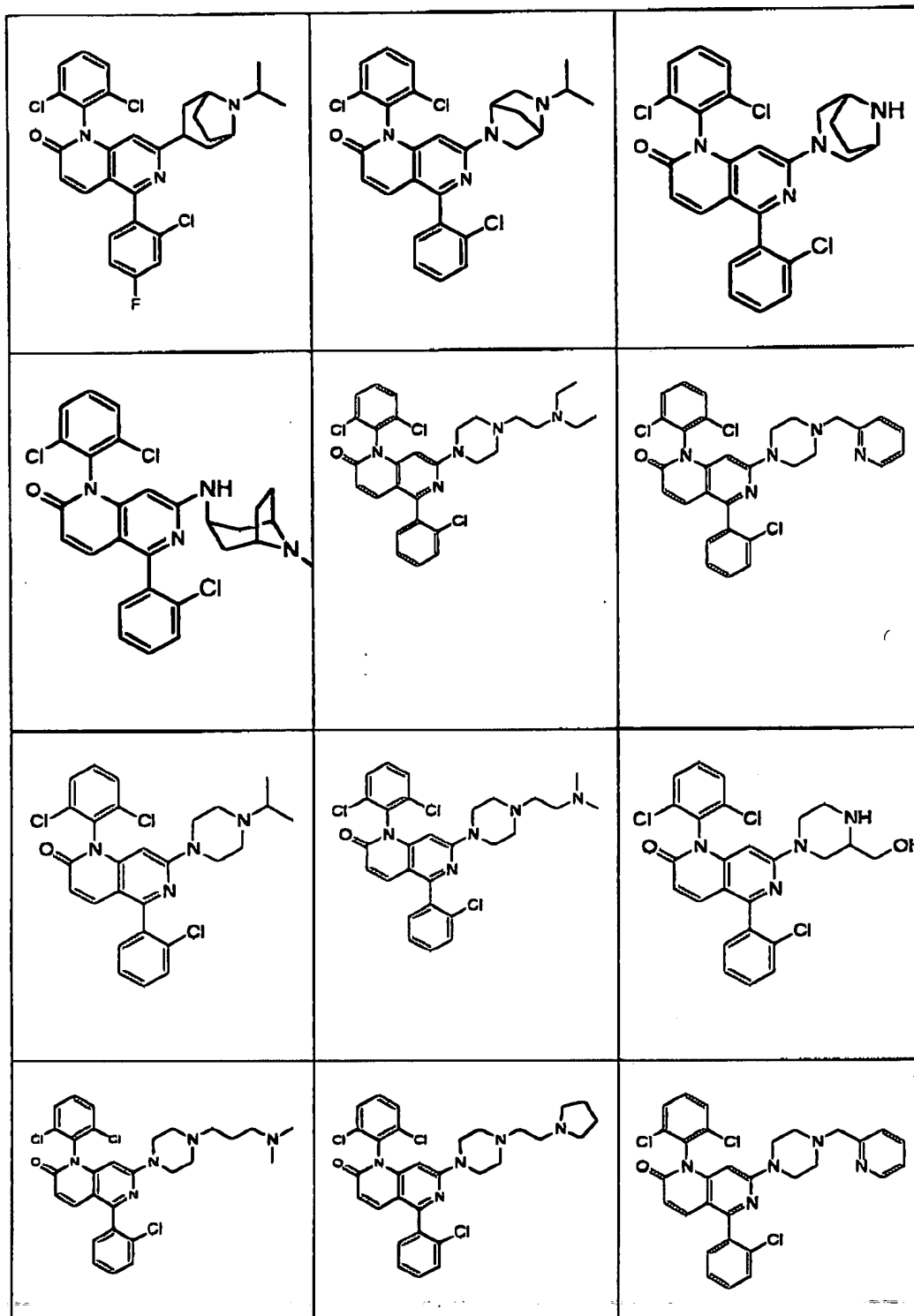
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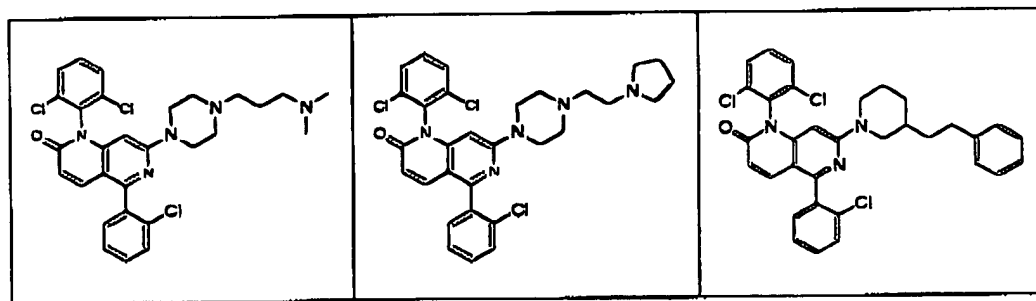


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or a pharmaceutically acceptable salt thereof.

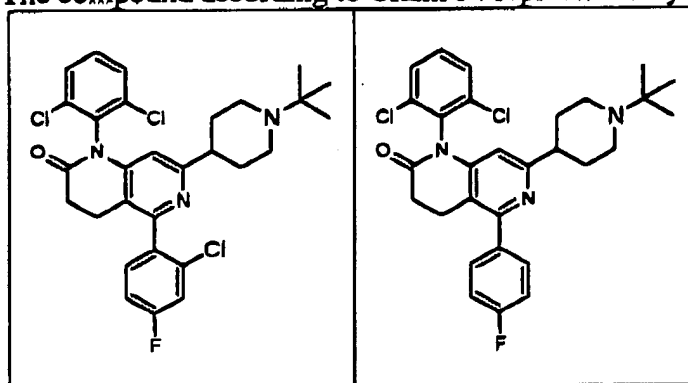
Claim 34 (original): The compound according to Claim 1 wherein

A is CH<sub>2</sub>;

D is CH<sub>2</sub>; and

G<sup>2</sup> is N.

Claim 35 (original): The compound according to Claim 34 represented by



or a pharmaceutical acceptable salt thereof.

Claim 36 (original): The compound according to Claim 1 wherein

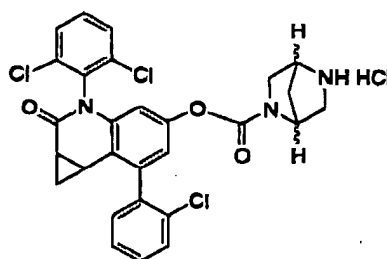
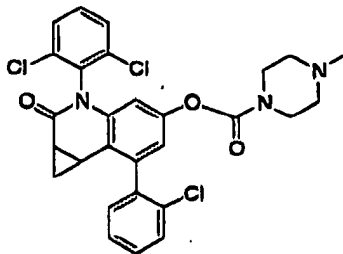
A is CH;

D is CH; and

A and D are bridged by -C<sub>1-4</sub>alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

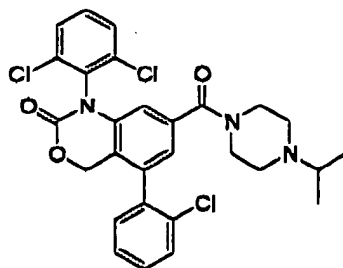
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**B1** Claim 37 (original): The compound according to Claim 36 represented by



or a pharmaceutically acceptable thereof.

Claim 38 (original): The compound according to Claim 12 represented by



or a pharmaceutically acceptable thereof.